

ULTIMATE SPIDER-MAN®

ISSUE

118



MARVEL

**BENDIS
IMMONEN
von GRAWBADGER
PONSOR**

© 2011 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM

The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a part-time job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



PREVIOUSLY IN ULTIMATE SPIDER-MAN...

Peter Parker and MJ have gotten back together, leaving his troubled relationship with Kitty Pryde (of the world-famous mutant team, the X-Men) in shambles. To complicate matters even more, Kitty now goes to school with them and is in their class.

Over the past few months, Spider-Man and the Fantastic Four's Human Torch have become good friends.

Meanwhile, in a recent dramatic battle with the Green Goblin (a.k.a. Norman Osborn), Peter's best friend Harry died at the hands of his own father.

Brian Michael
Bendis
WRITER

Stuart
Immonen
PENCILER

Wade von
Grawbadger
INKER

Justin
Ponsor
COLORIST

VC's Cory
Petit
LETTERER

Cover: **Stuart Immonen & Richard Isanove**

Anthony
Dial
PRODUCTION

Lauren
Sankovitch
ASST. EDITOR

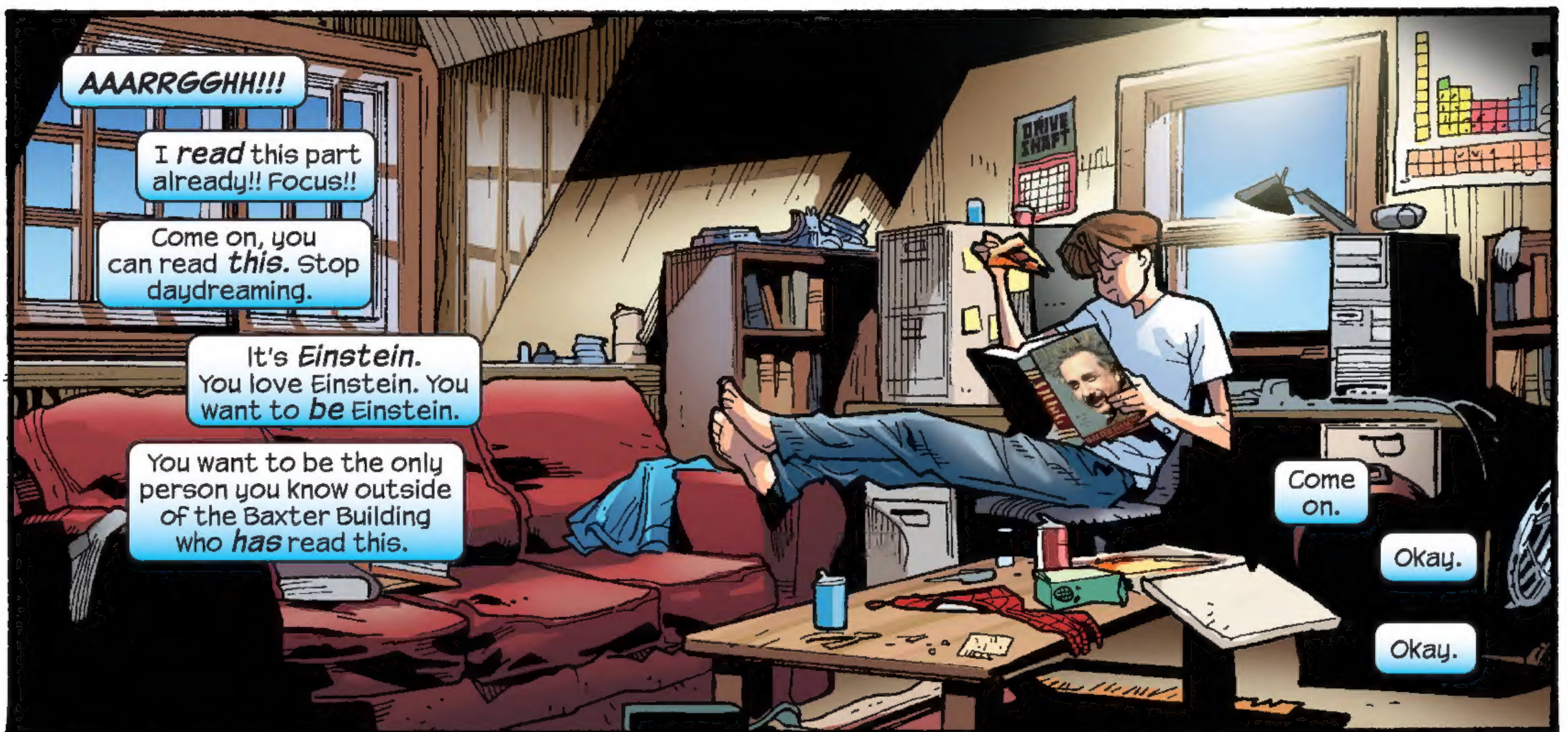
Bill
Rosemann
EDITOR

Ralph
Macchio
SENIOR EDITOR

Joe
Quesada
EDITOR IN CHIEF

Dan
Buckley
PUBLISHER

To find Marvel Comics at a local comic shop, call 1-888-COMICBOOK.



AAARRGGHH!!!

I read this part already!! Focus!!

Come on, you can read *this*. Stop daydreaming.

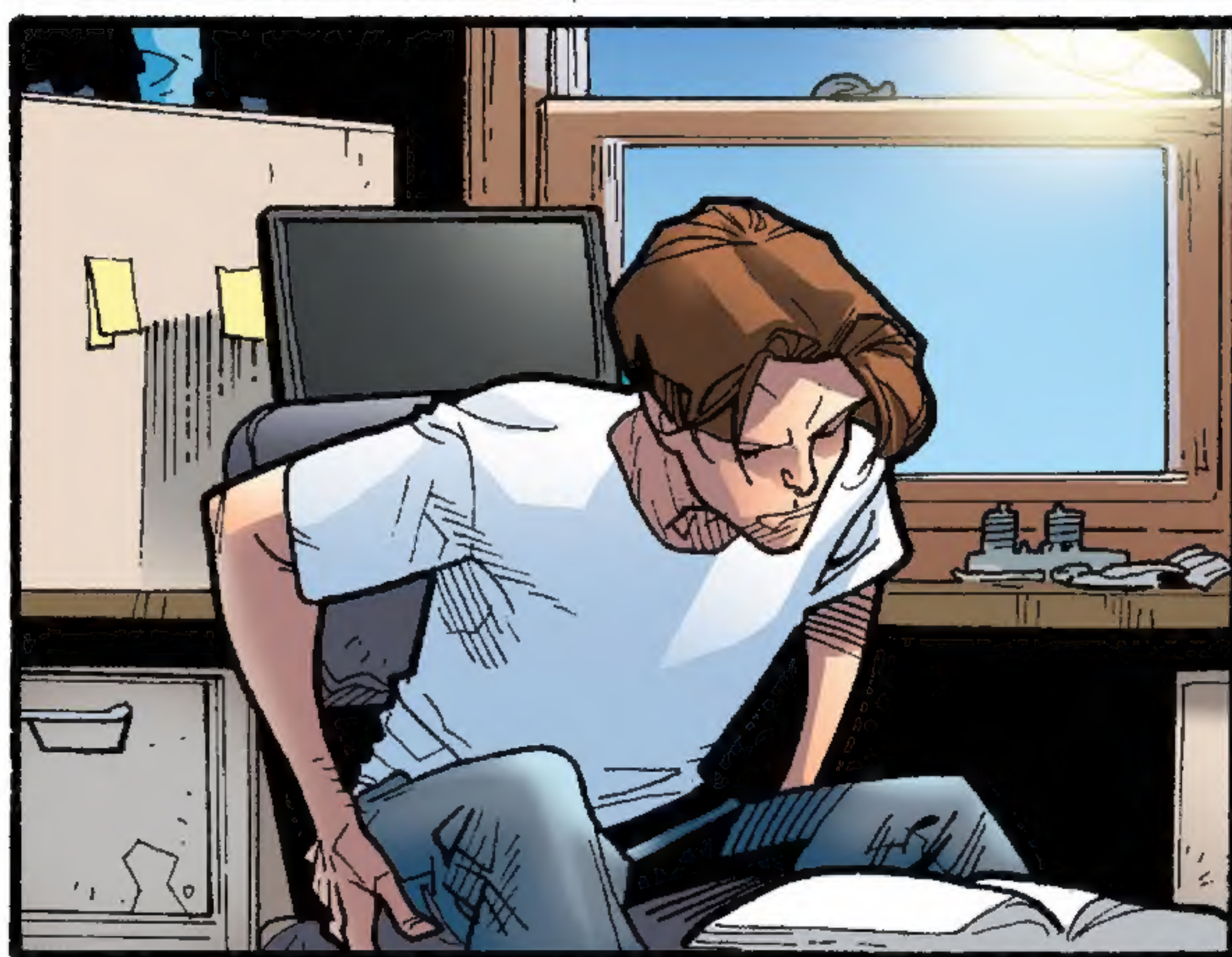
It's *Einstein*. You love Einstein. You want to *be* Einstein.

You want to be the only person you know outside of the Baxter Building who *has* read this.

Come on.

Okay.

Okay.

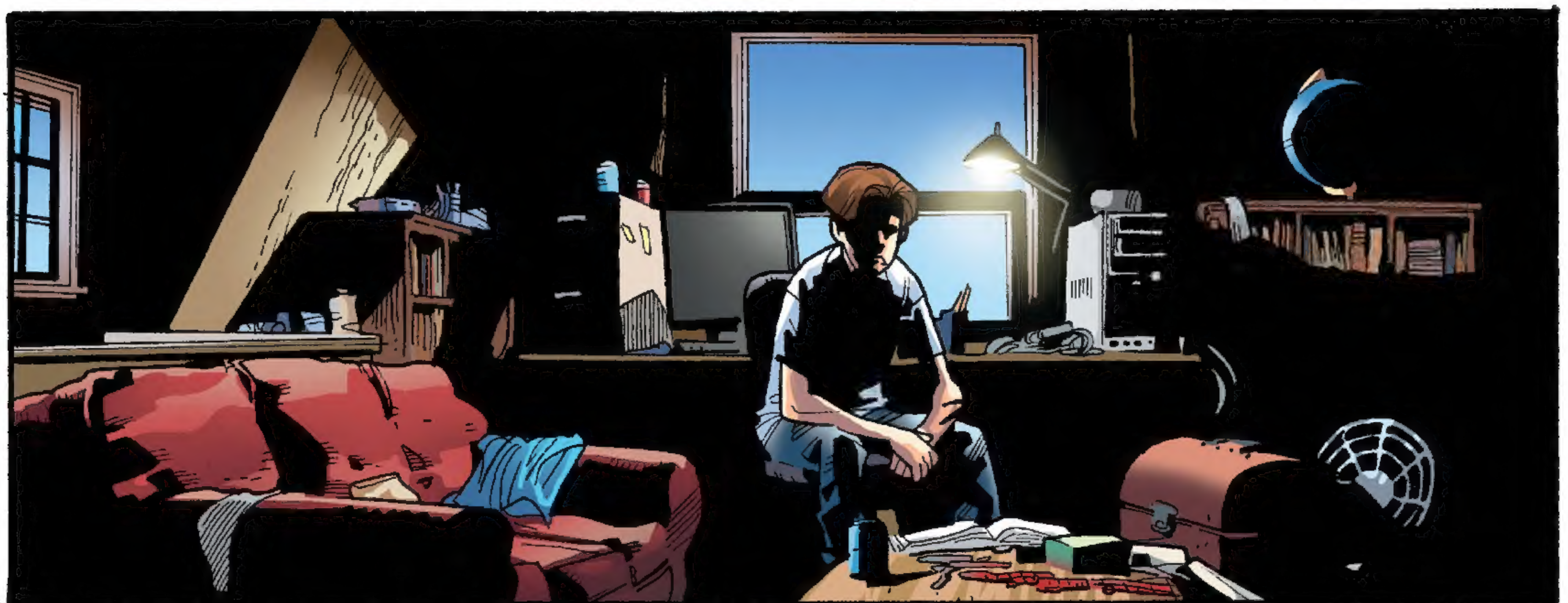


Man, Einstein would have *loved* to meet me.

He would have loved everything about me and my spider-powers.

He'd be doing a... you're still not reading.

Why can't you focus??

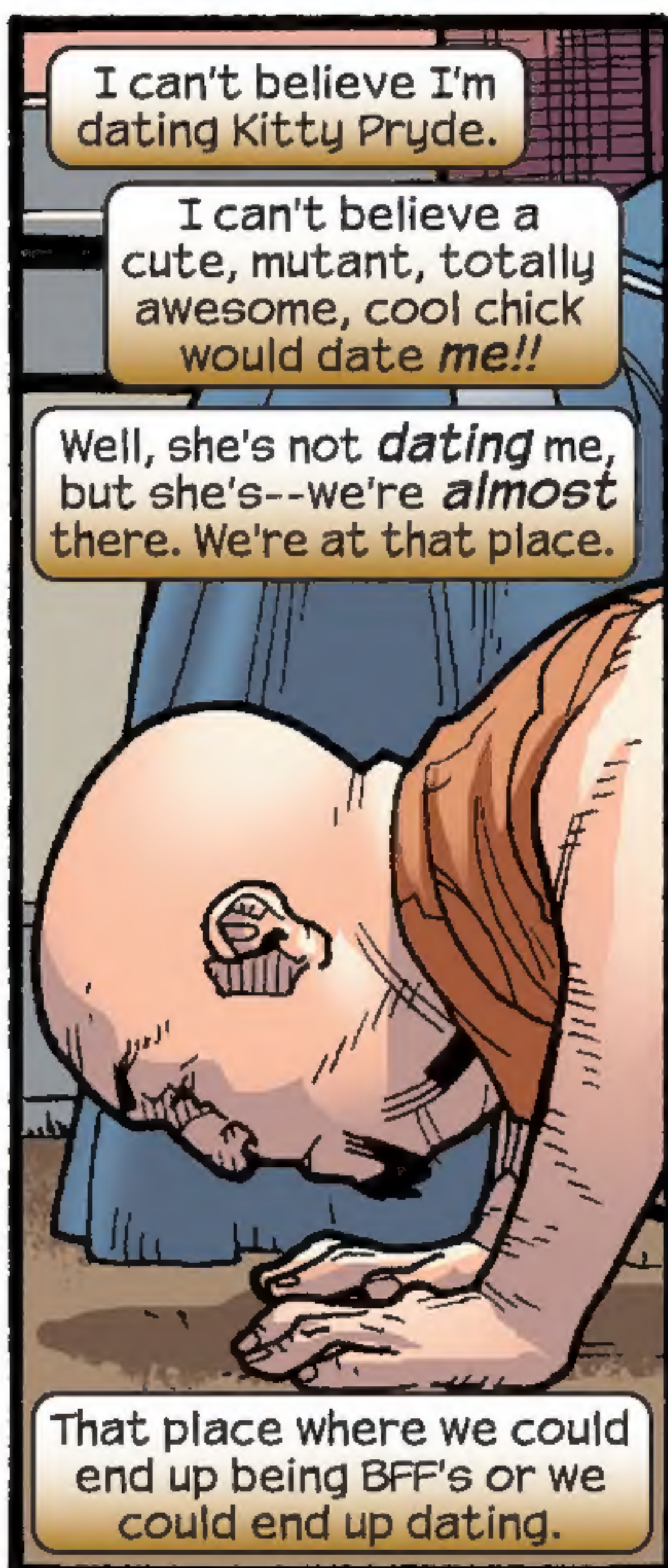




AAARRGGHH!!!

Come on!!

Thirteen!!

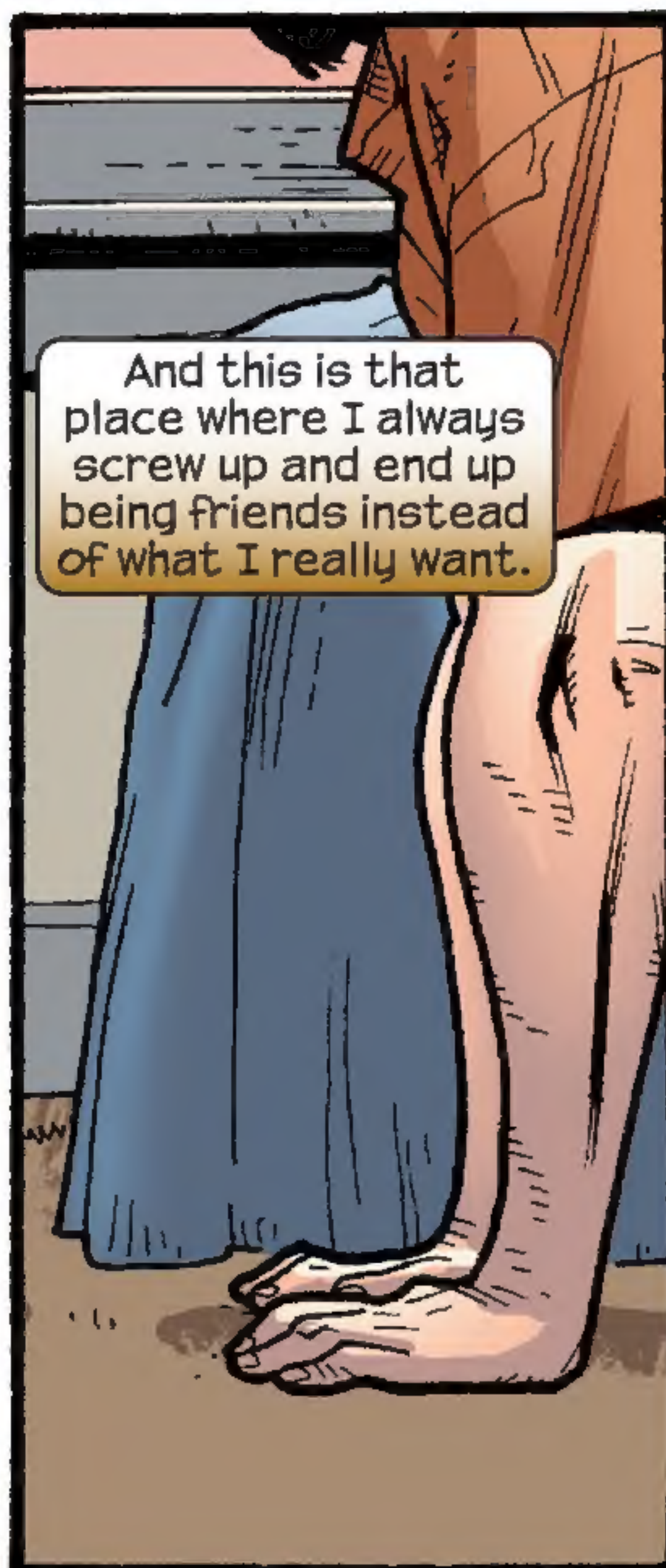


I can't believe I'm dating Kitty Pryde.

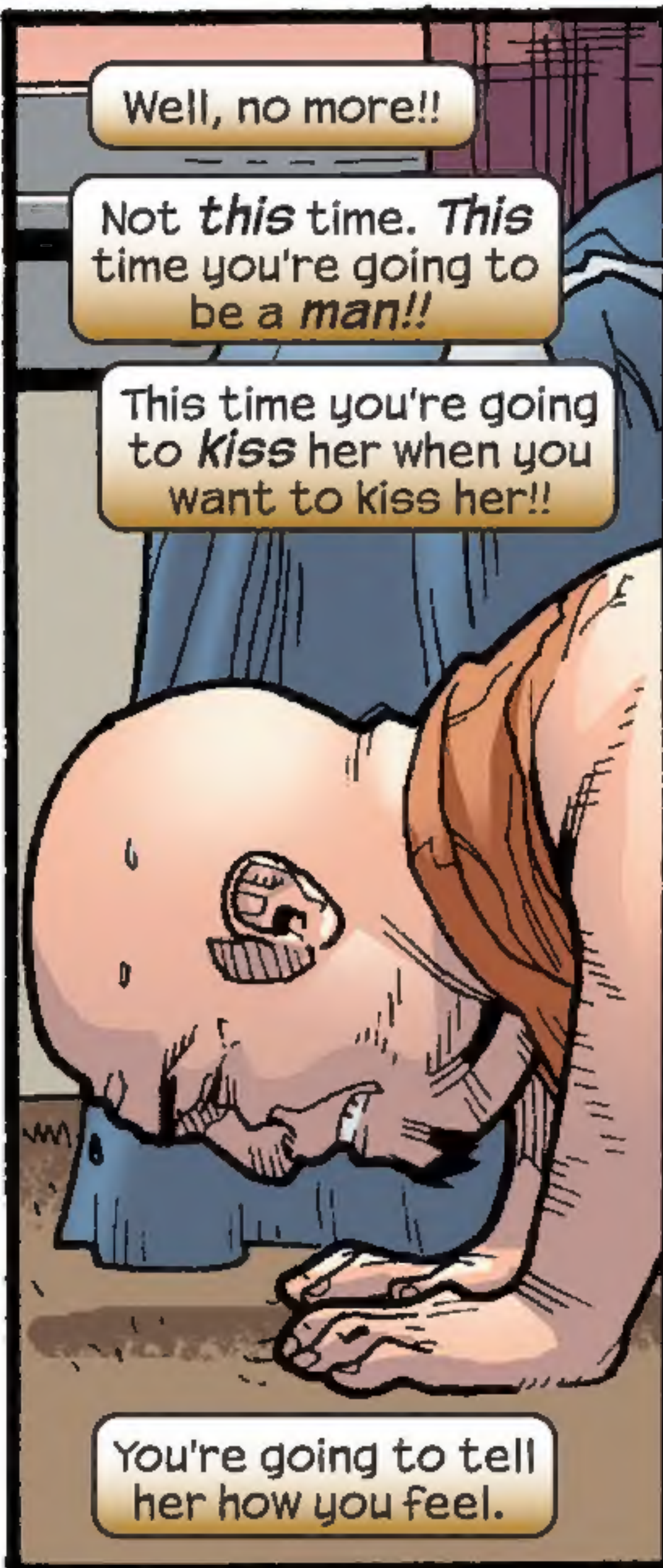
I can't believe a cute, mutant, totally awesome, cool chick would date *me*!!

Well, she's not *dating* me, but she's--we're *almost* there. We're at that place.

That place where we could end up being BFF's or we could end up dating.



And this is that place where I always screw up and end up being friends instead of what I really want.

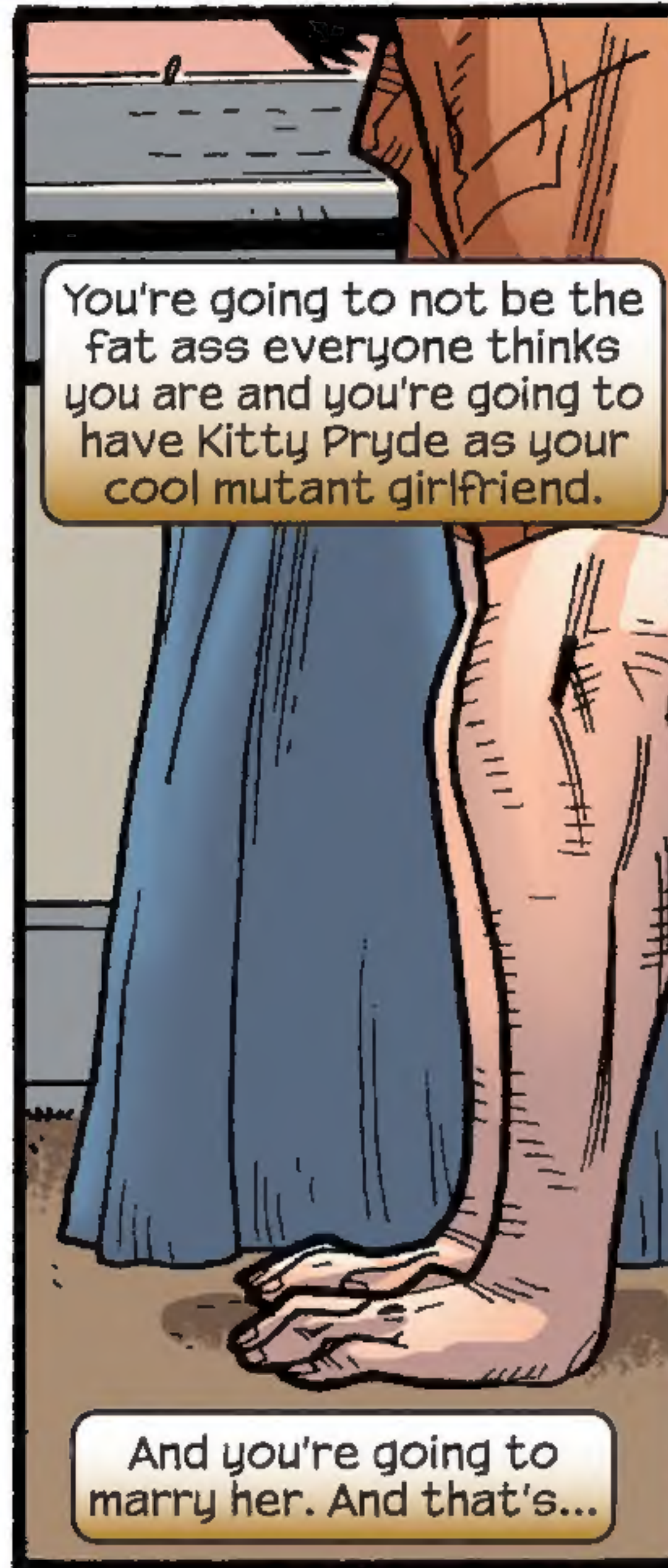


Well, no more!!

Not *this* time. *This* time you're going to be a *man*!!

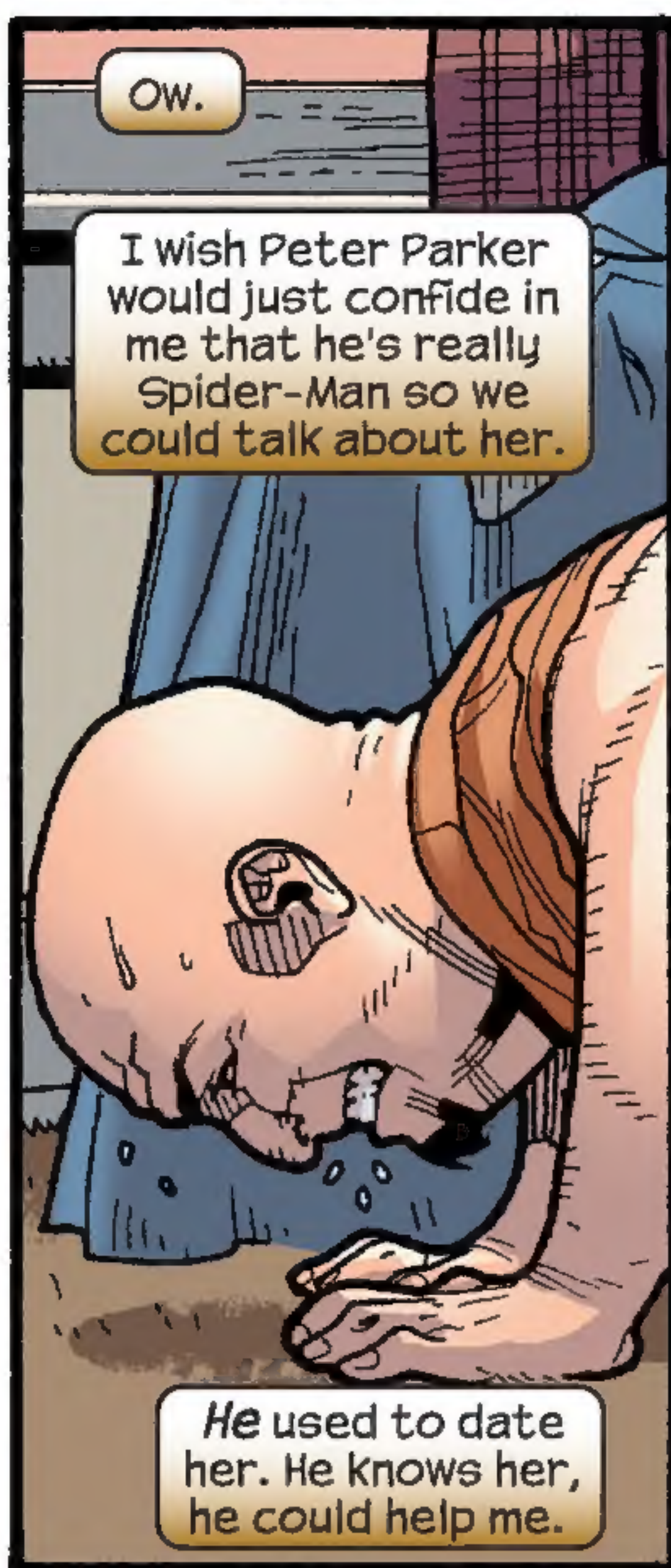
This time you're going to *kiss* her when you want to kiss her!!

You're going to tell her how you feel.



You're going to not be the fat ass everyone thinks you are and you're going to have Kitty Pryde as your cool mutant girlfriend.

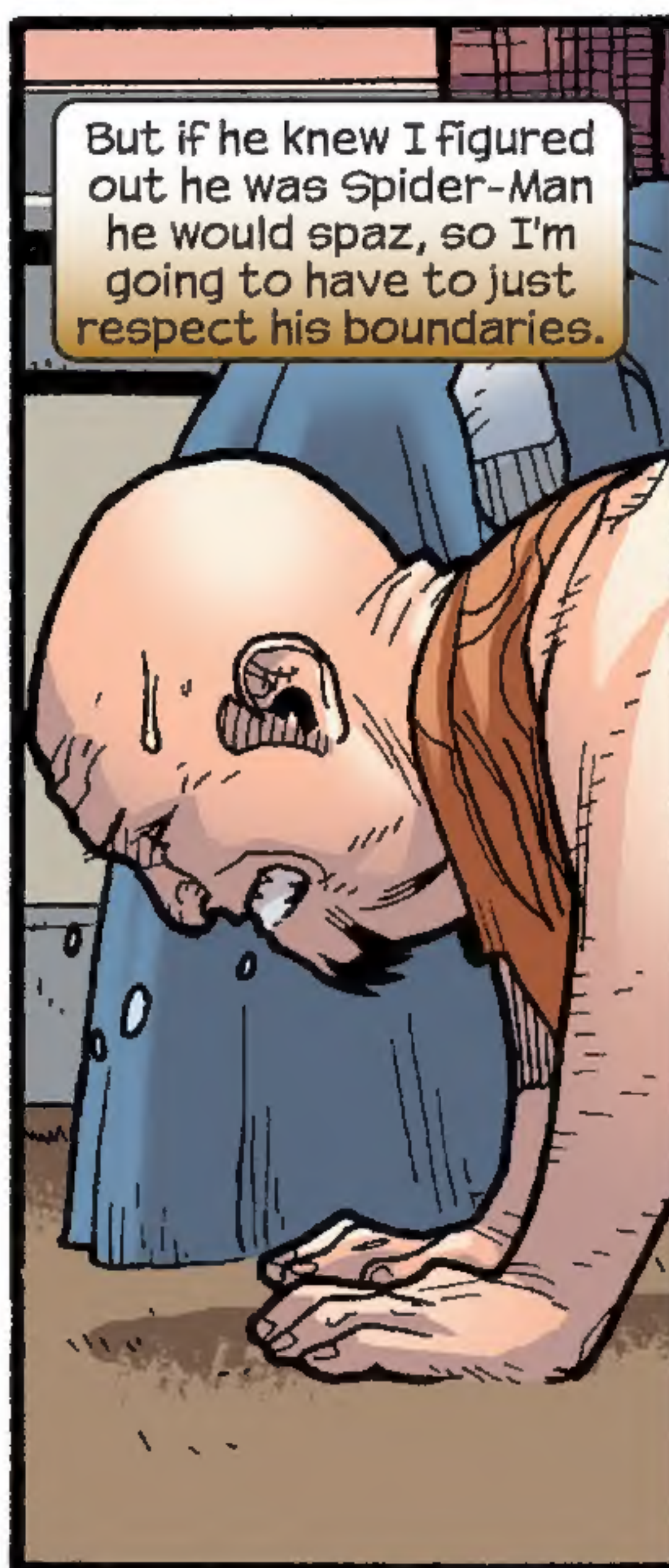
And you're going to marry her. And that's...



Ow.

I wish Peter Parker would just confide in me that he's really Spider-Man so we could talk about her.

He used to date her. He knows her, he could help me.



But if he knew I figured out he was Spider-Man he would spaz, so I'm going to have to just respect his boundaries.



I wonder if they did it?



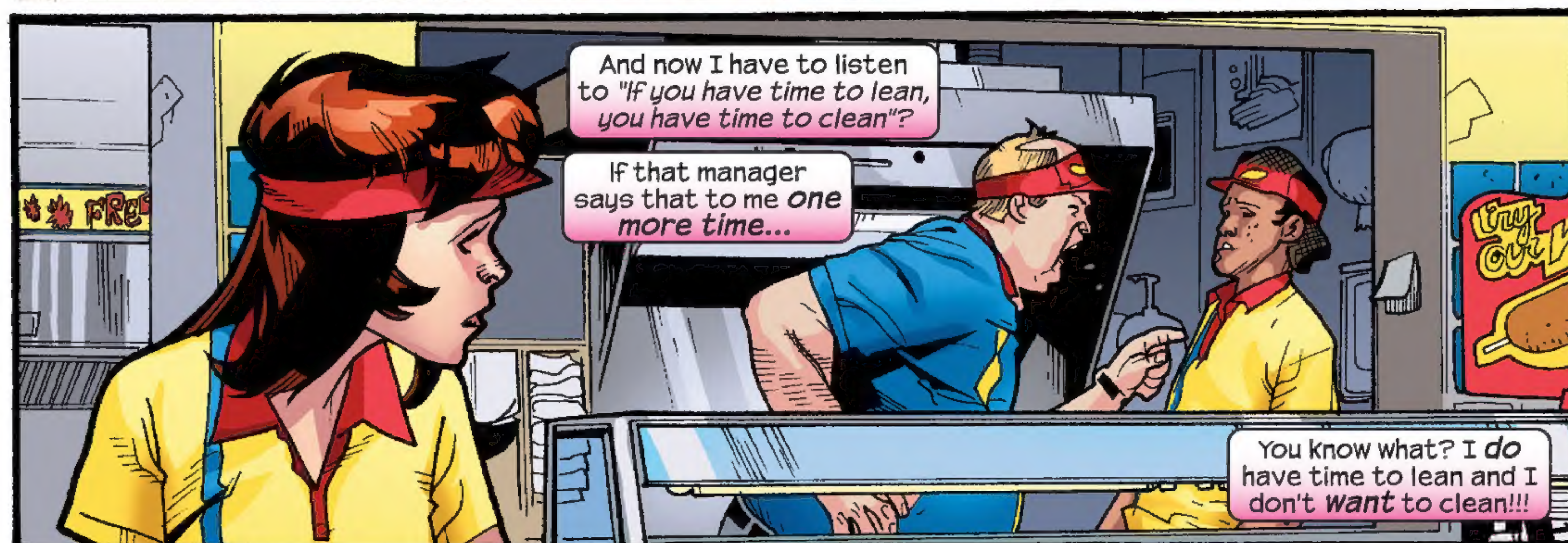


AAARRGGHH!!

I hate this job!! I hate it!!

I'm Spider-Man's girlfriend and now I'm wearing this stupid hat for exactly twenty-five cents over minimum wage!!

I've been thrown off a bridge, I've swung through the city on webs...



And now I have to listen to "If you have time to lean, you have time to clean"?

If that manager says that to me *one more time...*

You know what? I *do* have time to lean and I don't *want* to clean!!!



This place is *already* clean!!

You know *why* the place is clean, Mister Manager Pimple Puss, because *no one* eats this stuff.

There's a Panda Buffet and a McDonald's right over there!!

No one comes here.

Why would *anyone* eat *this* when *that* is right over there.



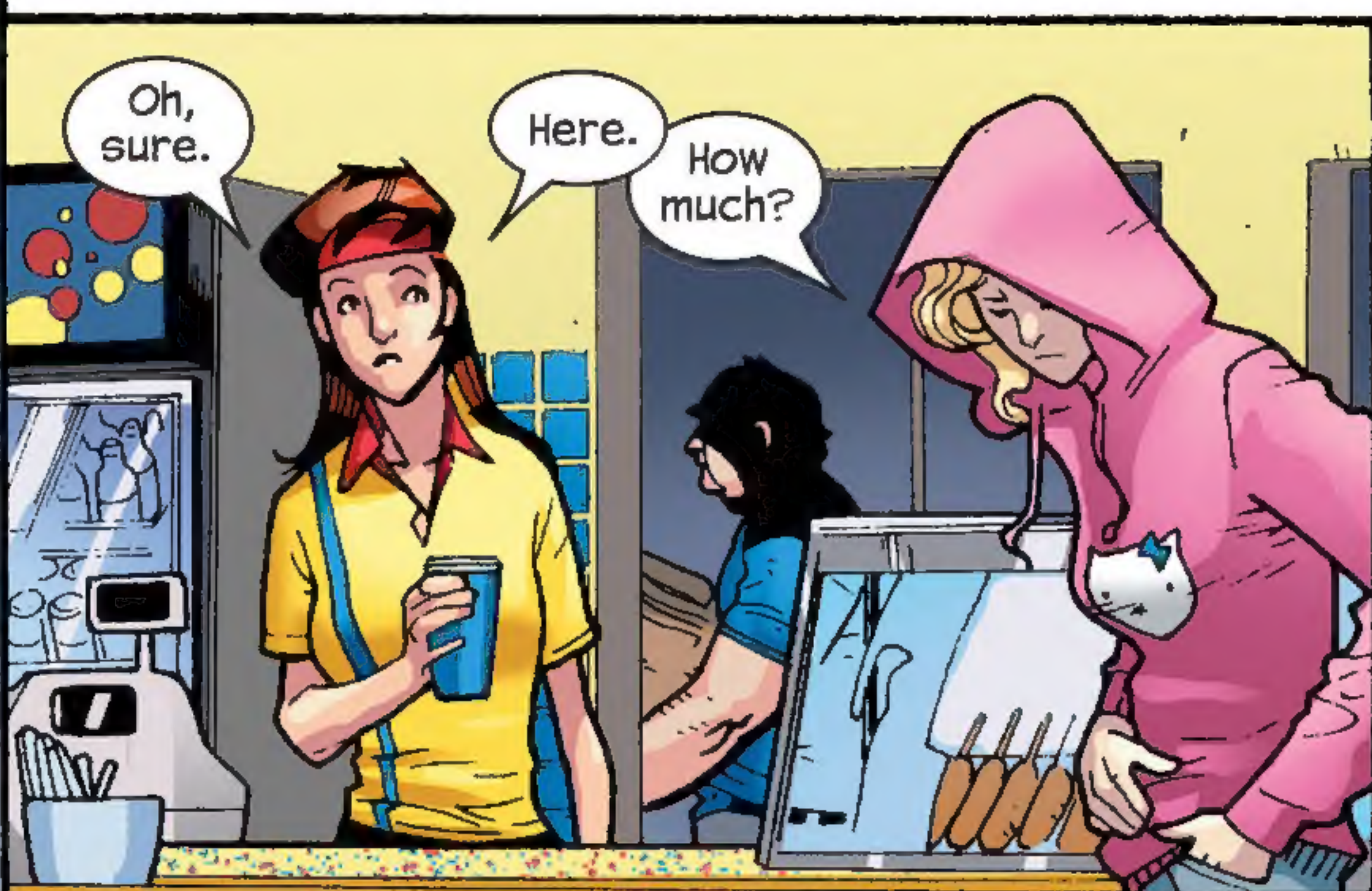
Oh great, here we go.

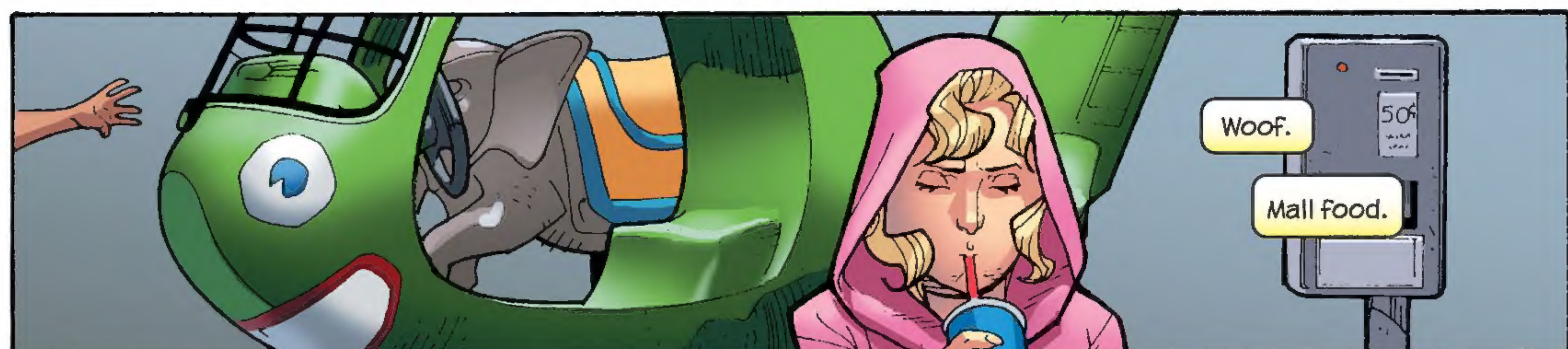
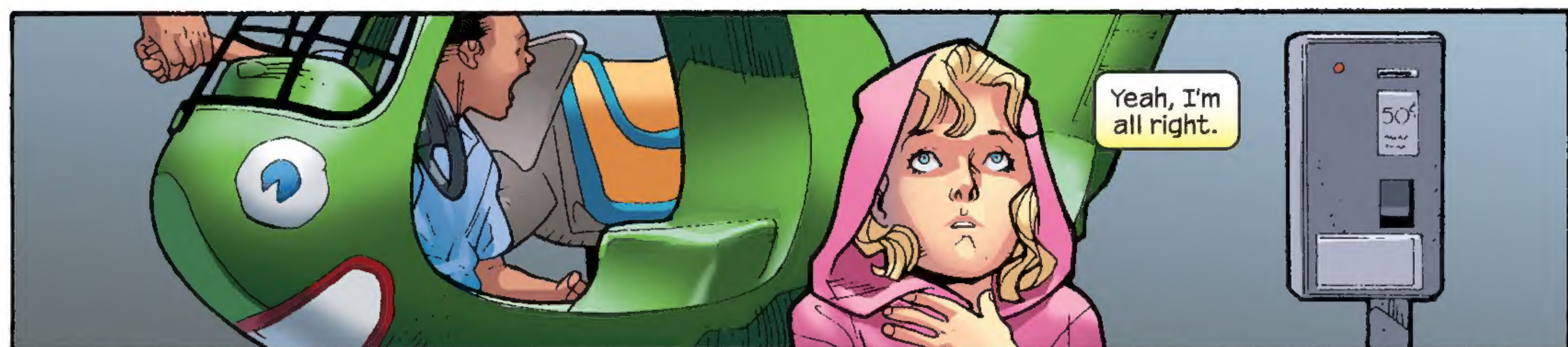
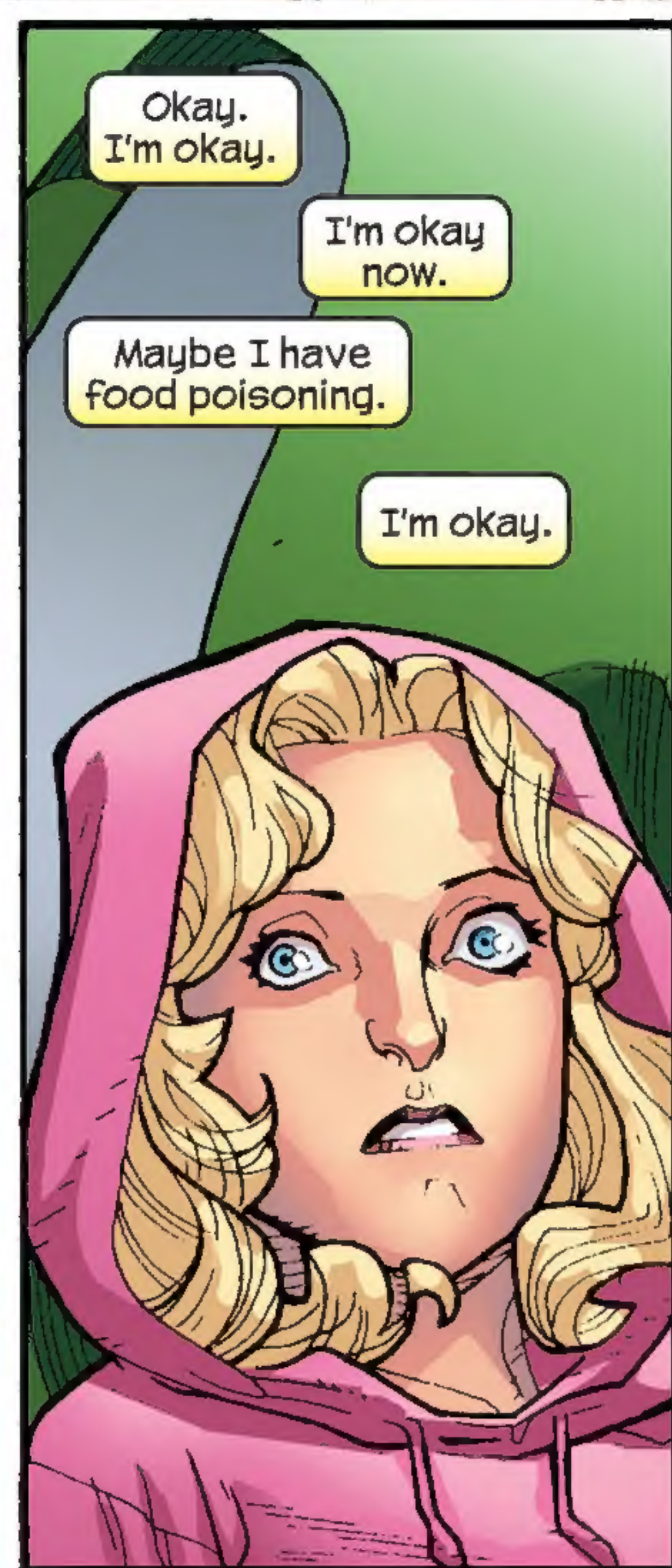
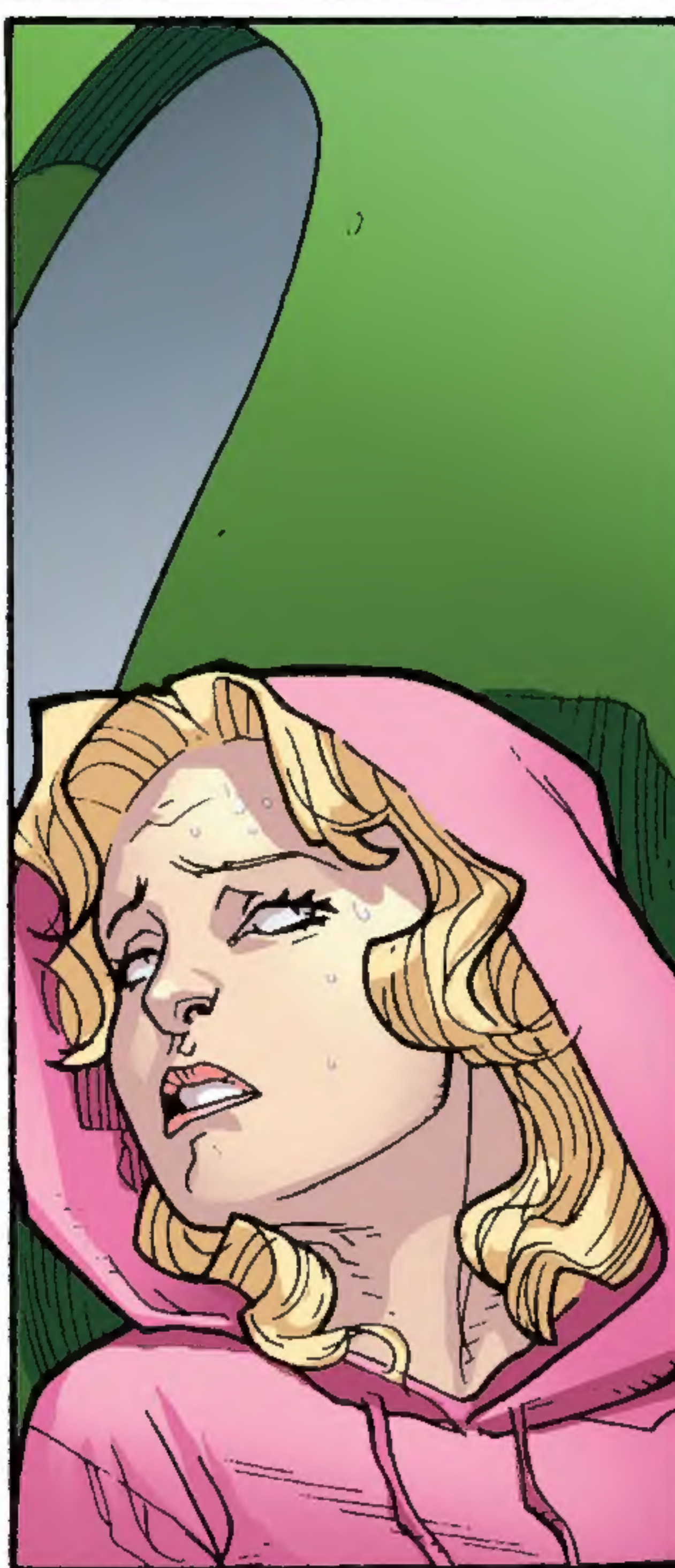
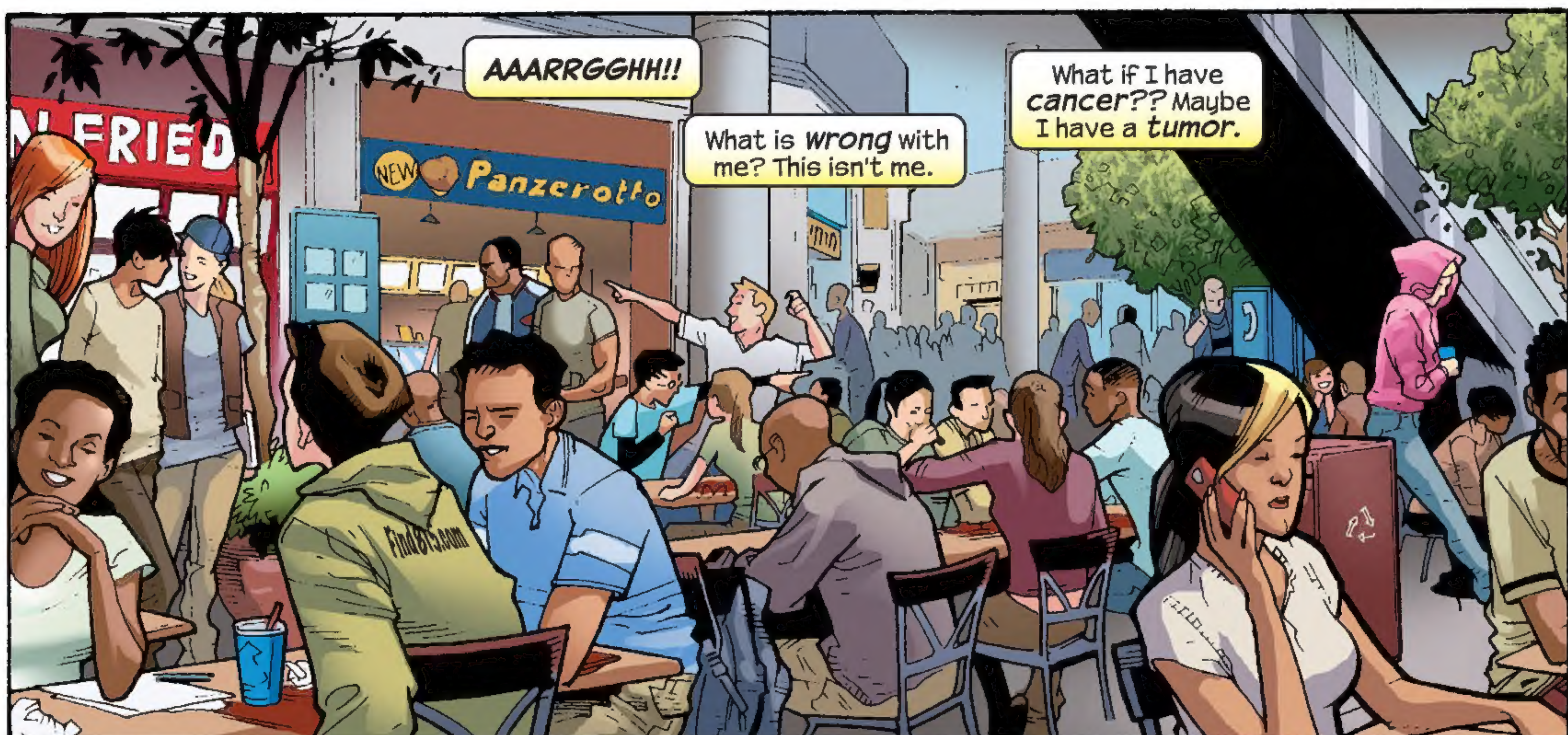
Hi, may I take your order?

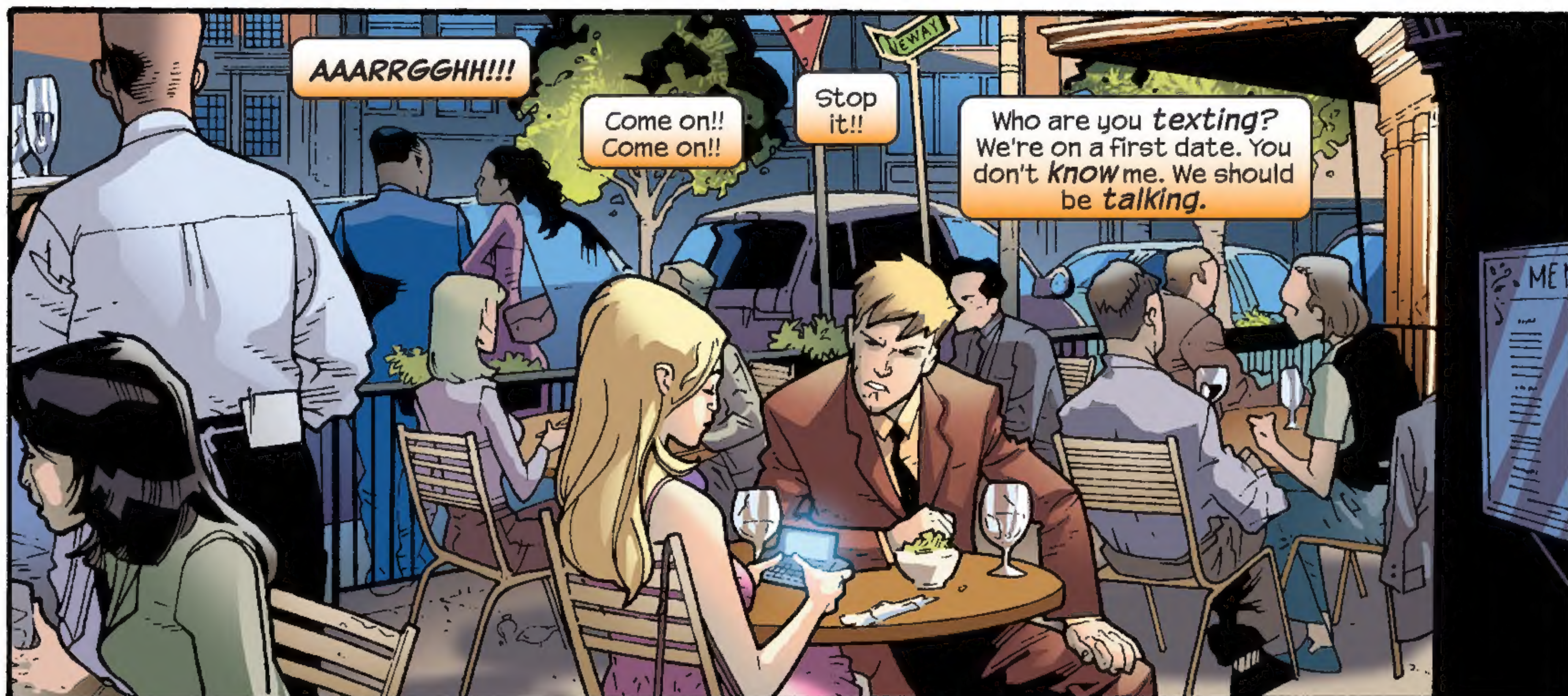
Can I get a lemonade?



Liz?







AAARRGGHH!!!

Come on!!
Come on!!

Stop
it!!

Who are you *texting*?
We're on a first date. You
don't *know* me. We should
be *talking*.

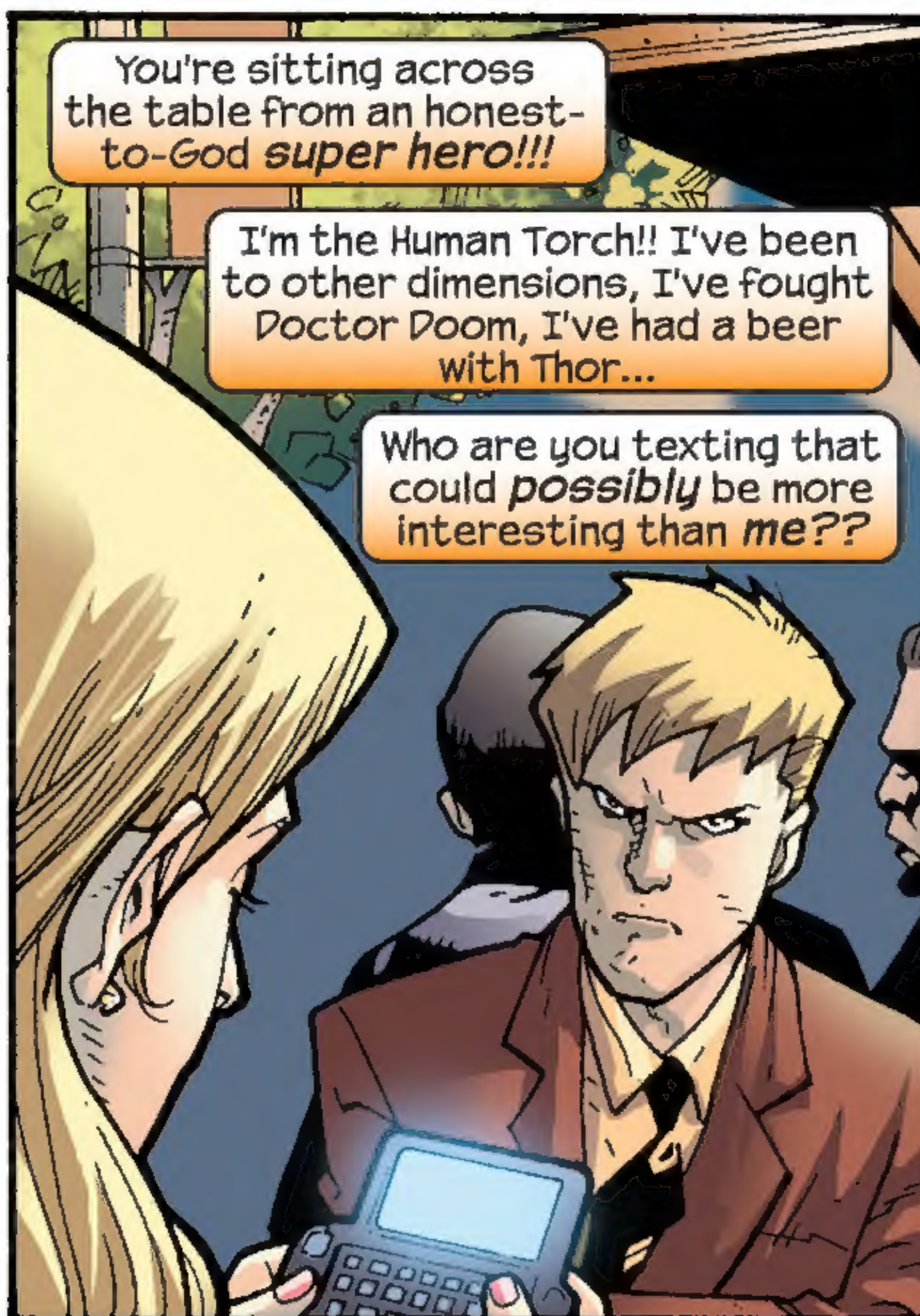


We should be
getting to know
each other.

But I'm getting the
feeling there really
is nothing about you
to know.

This is it:
A celeb-tard
texting.

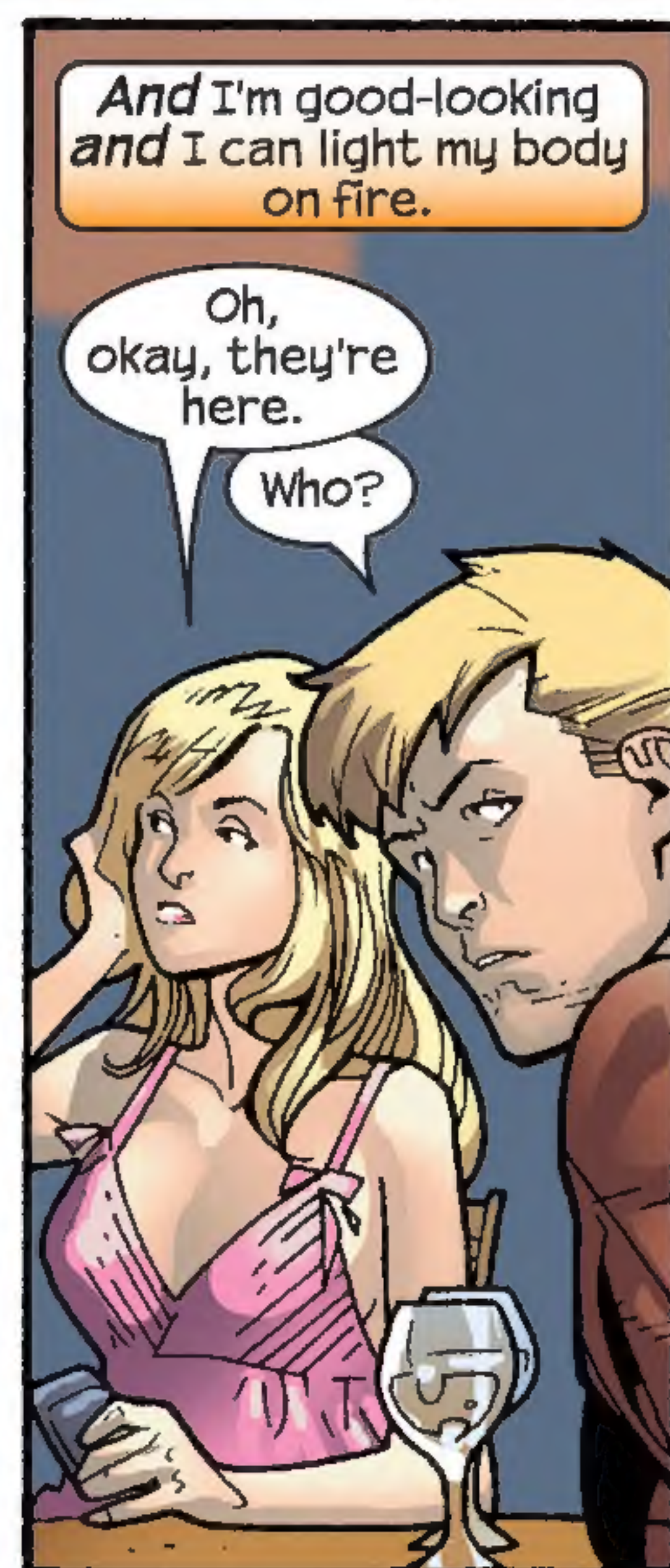
Why did you even
ask *me out*?? Or why did
you have your *publicist*
ask me out??



You're sitting across
the table from an honest-
to-God *super hero*!!!

I'm the Human Torch!! I've been
to other dimensions, I've fought
Doctor Doom, I've had a beer
with Thor...

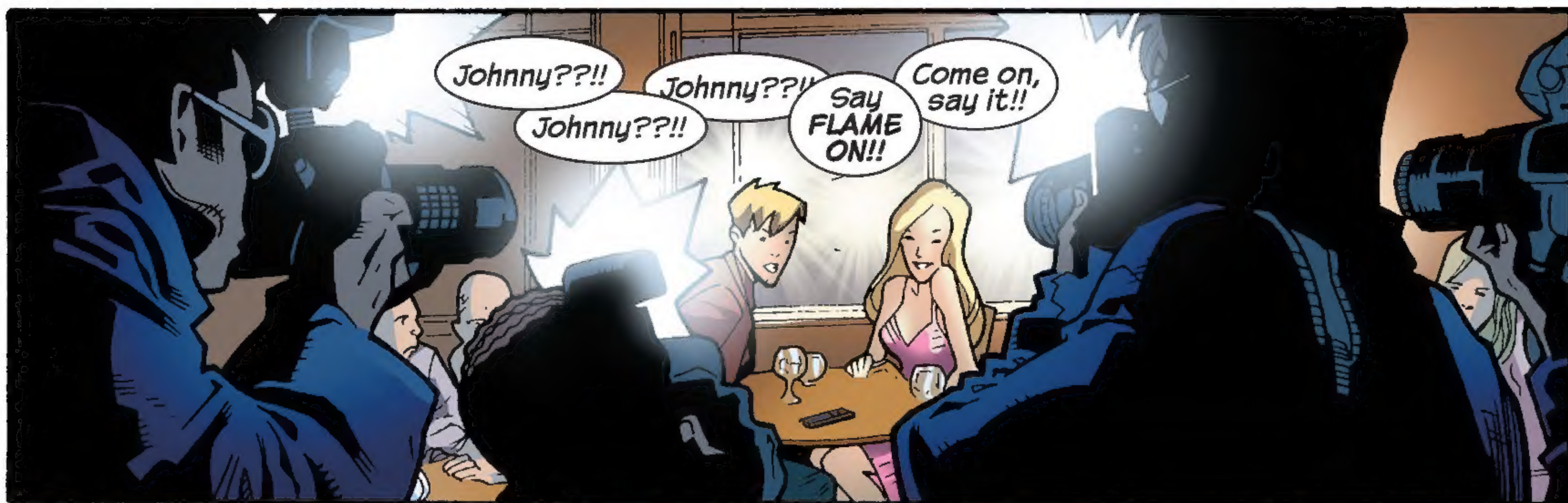
Who are you texting that
could *possibly* be more
interesting than *me*??



And I'm good-looking
and I can light my body
on fire.

Oh,
okay, they're
here.

Who?



Johnny??!!

Johnny??!!

Johnny??!!

Say
FLAME
ON!!

Come on,
say it!!

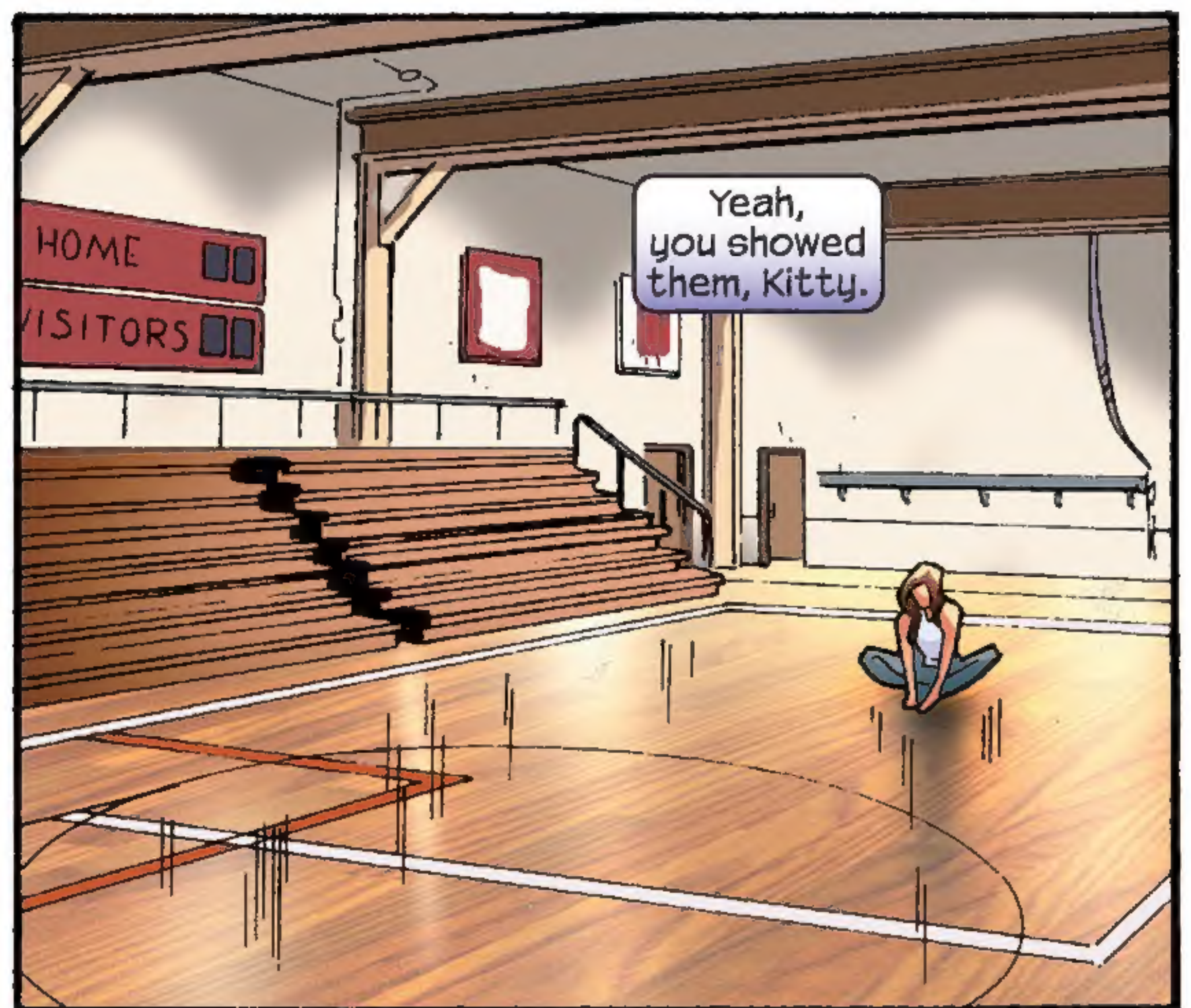
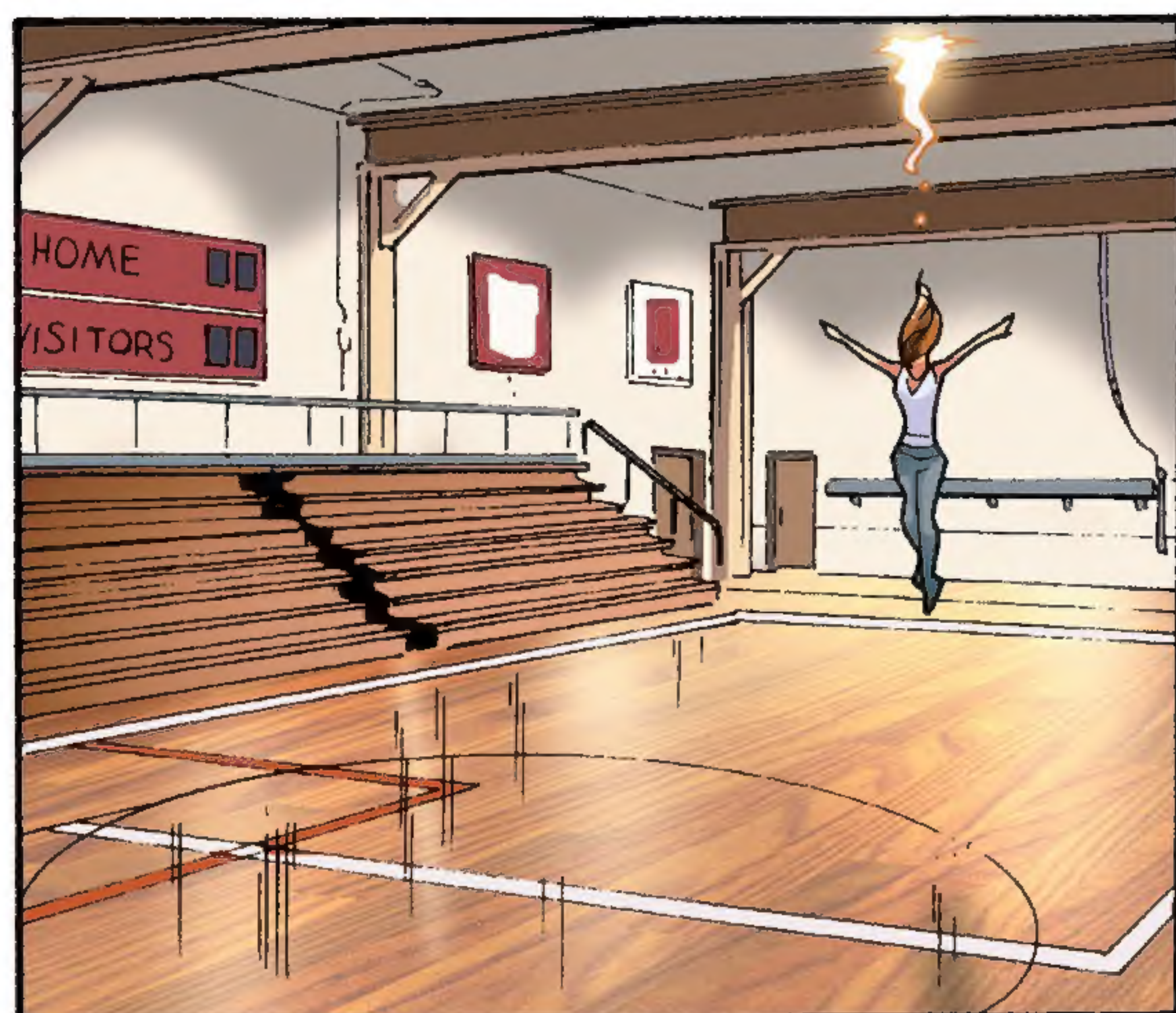
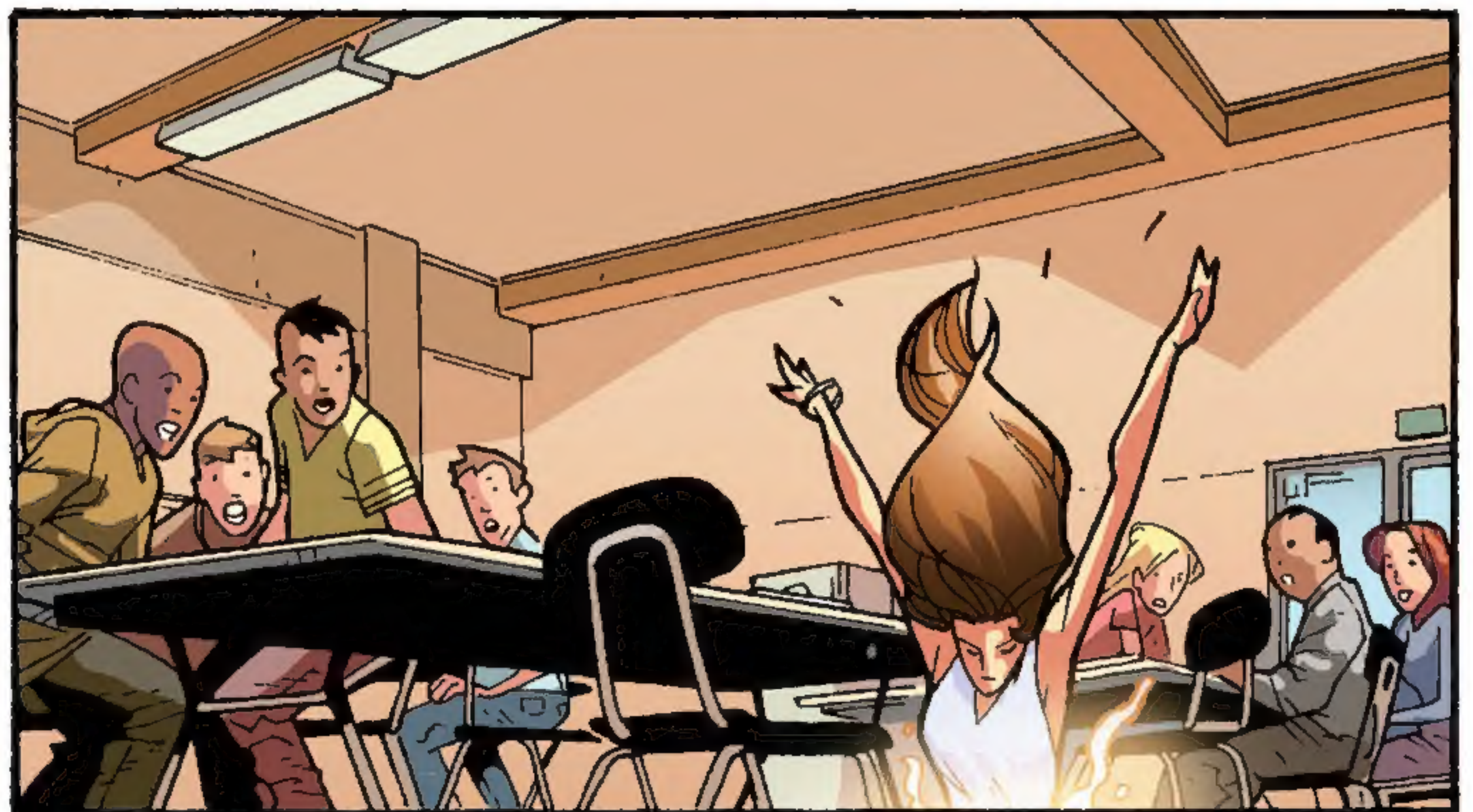
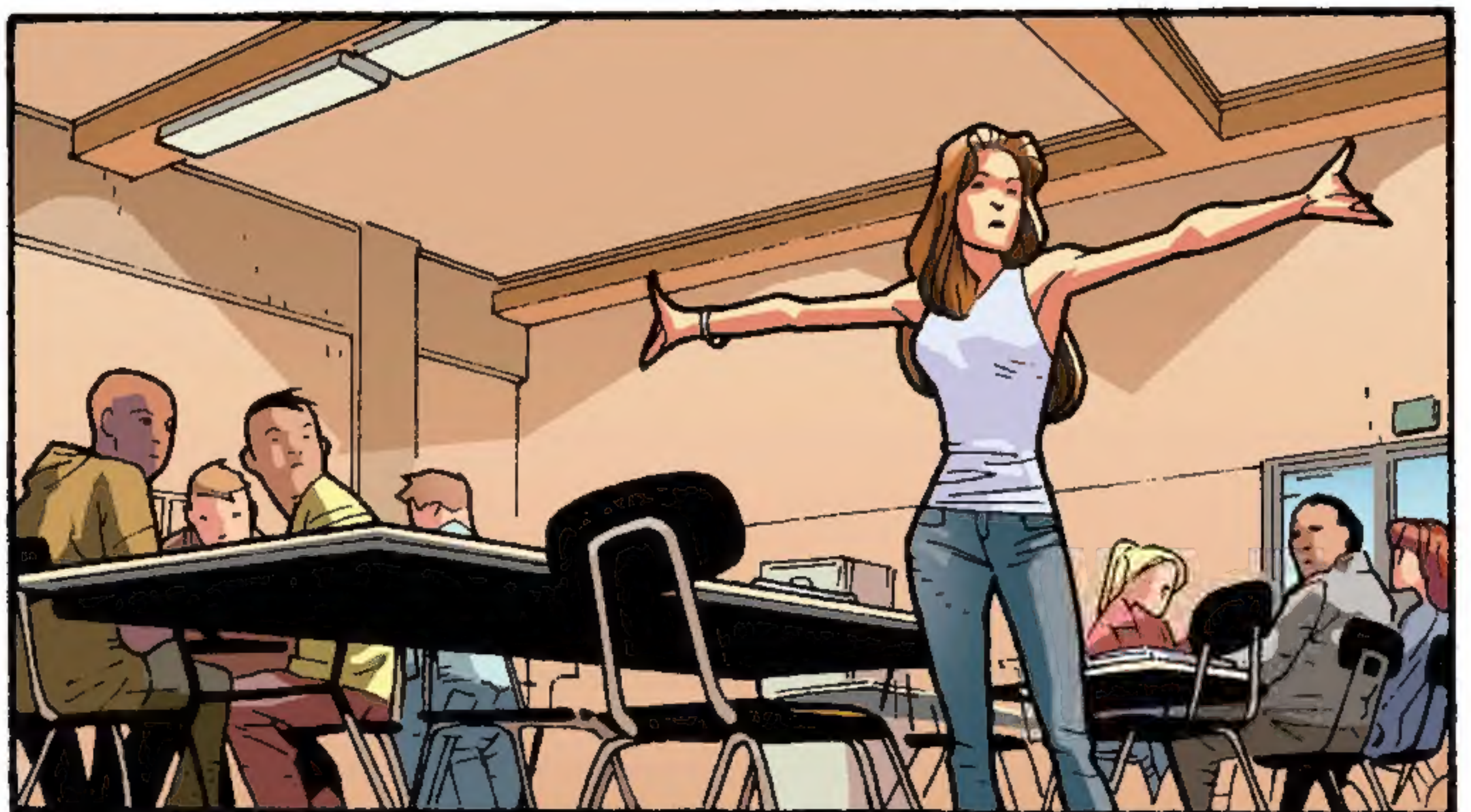
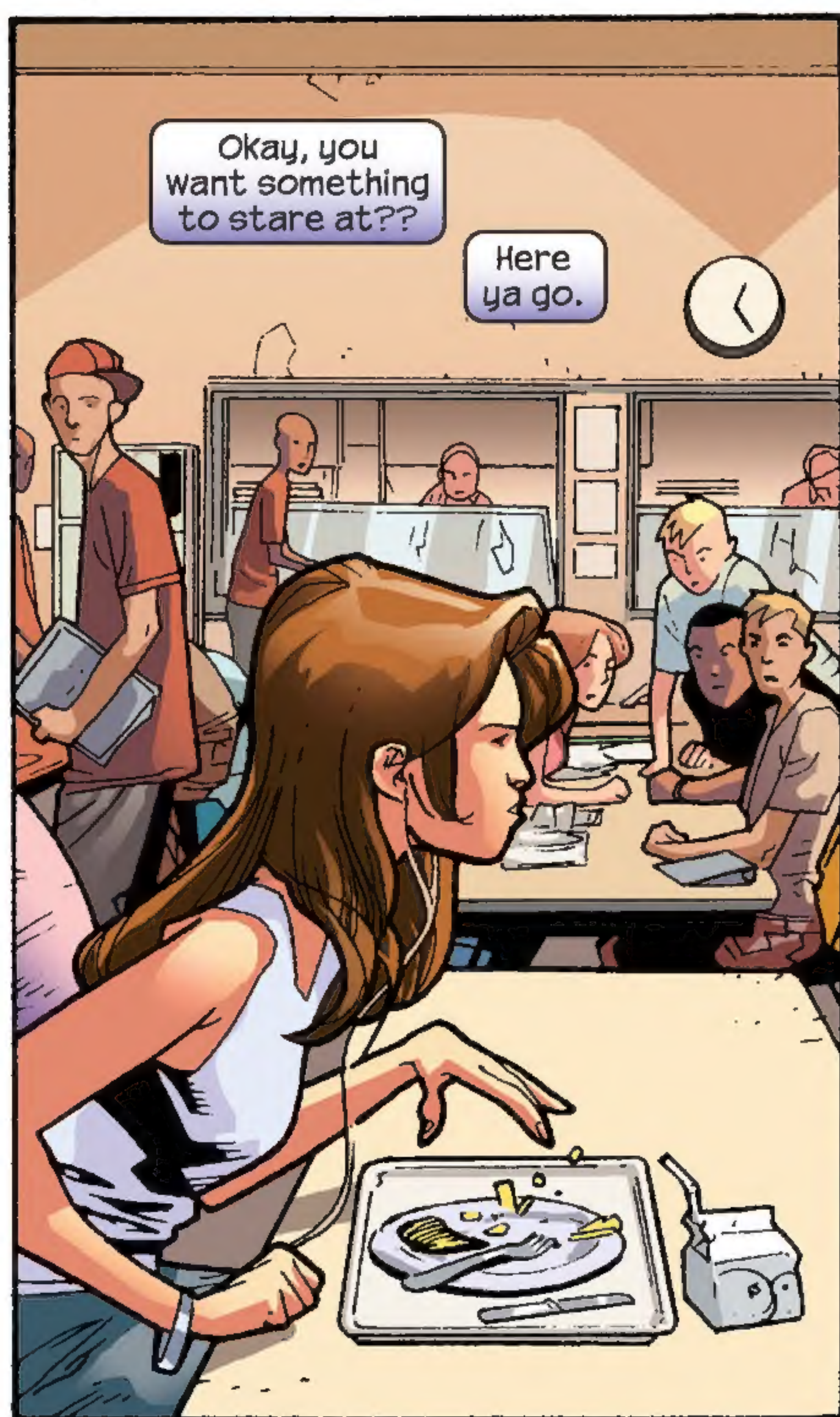
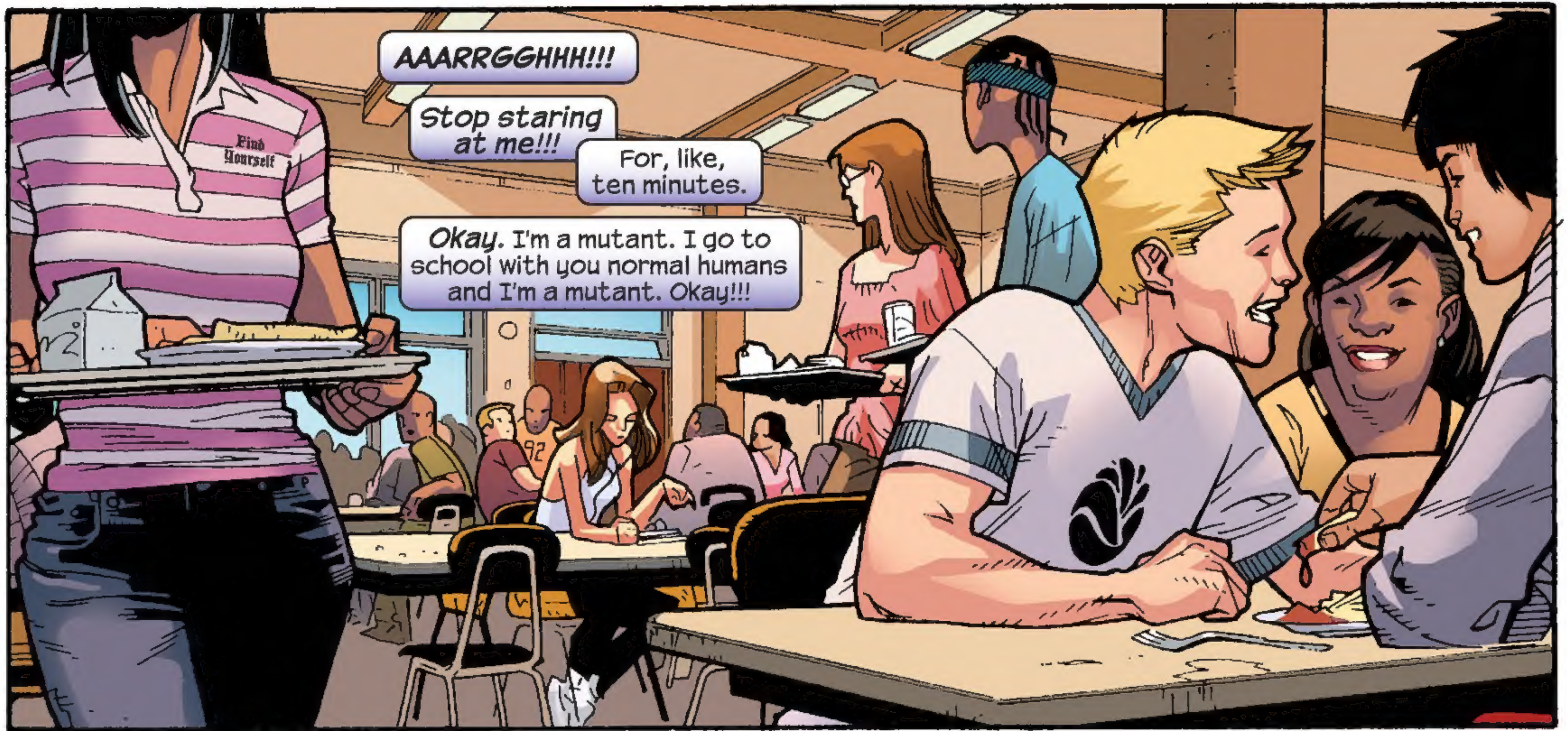


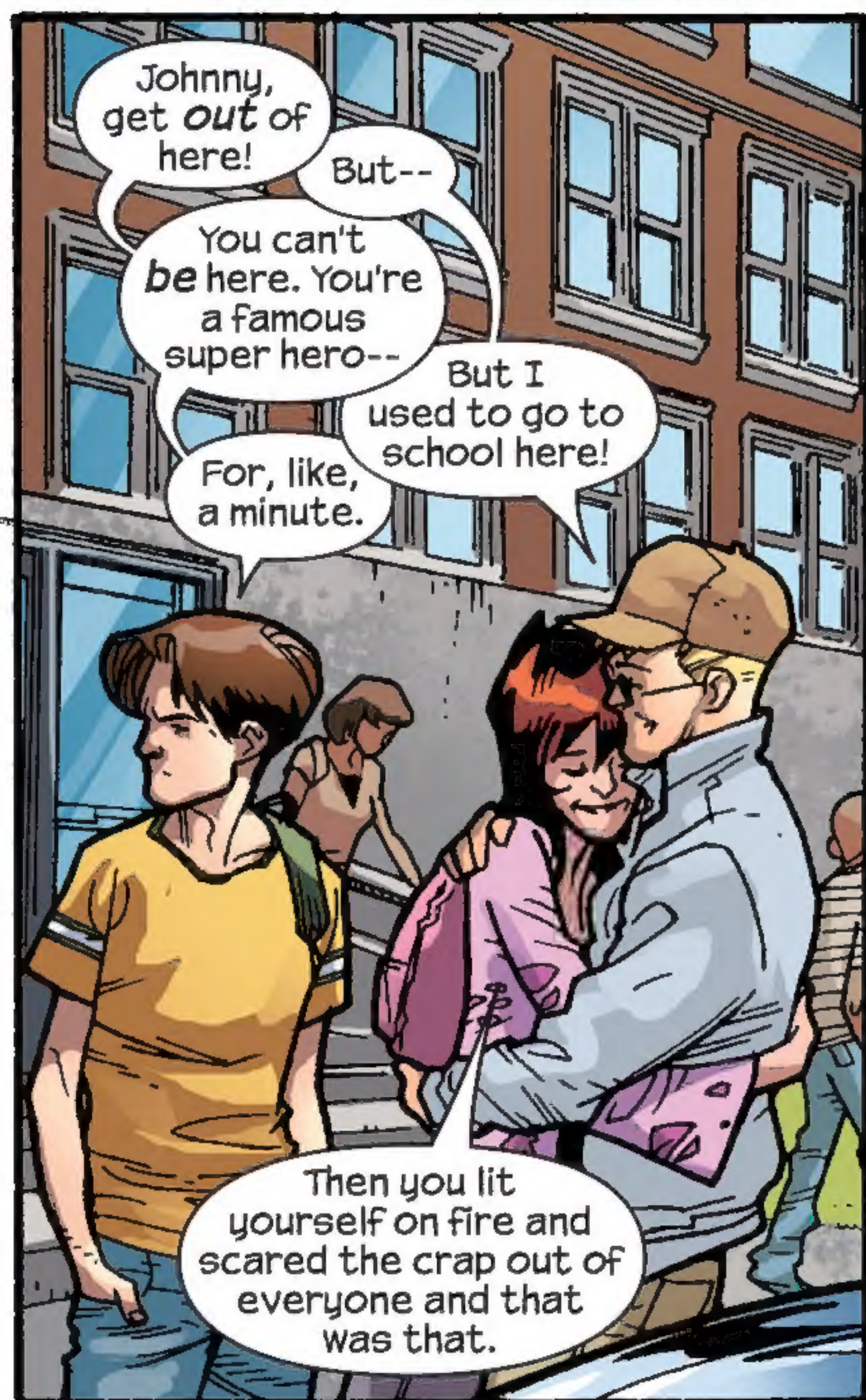
Johnny!!

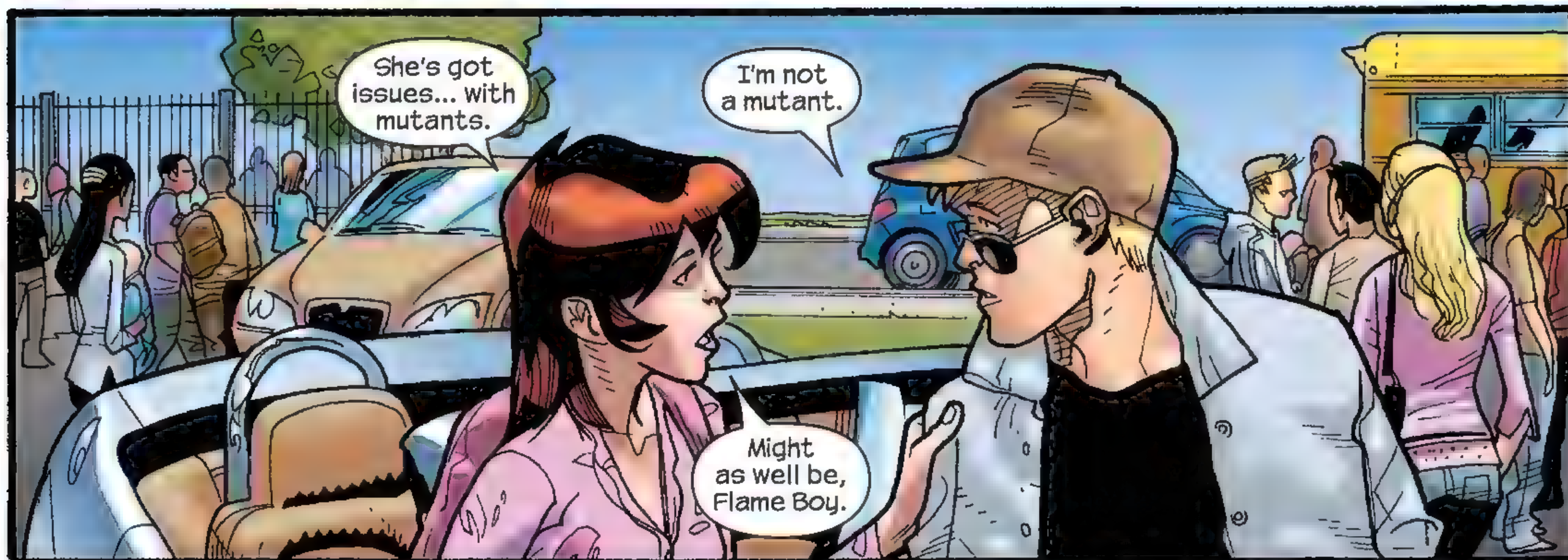
Johnny!!

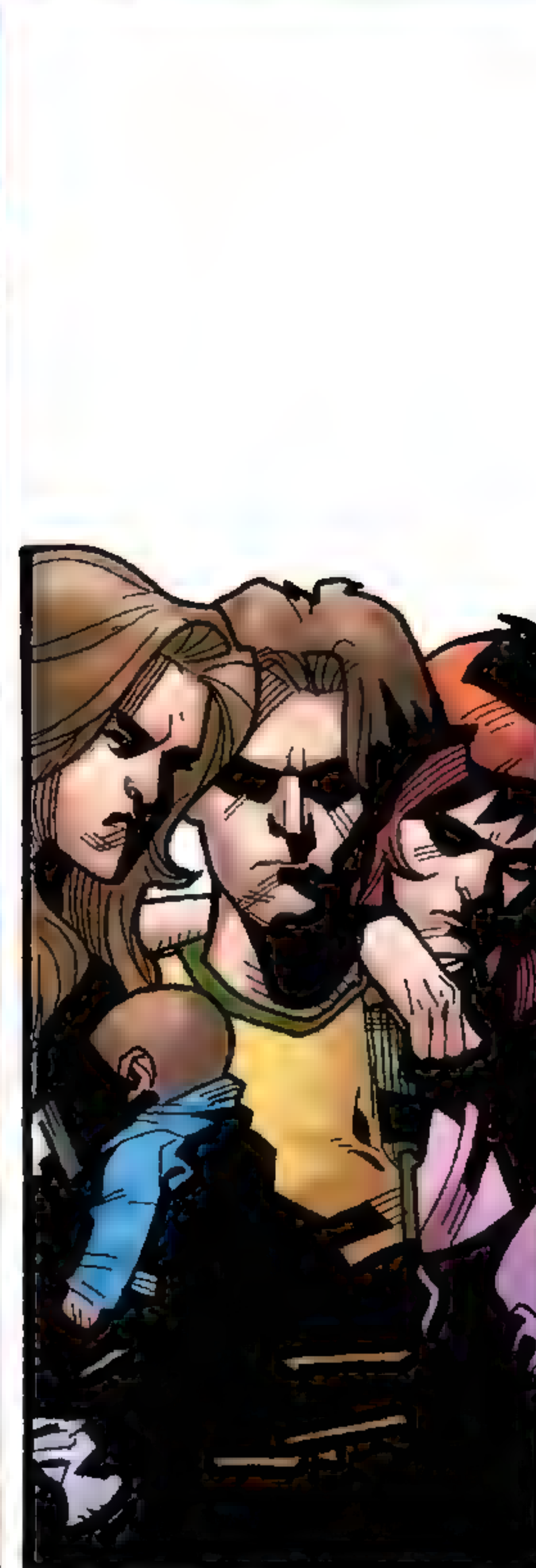
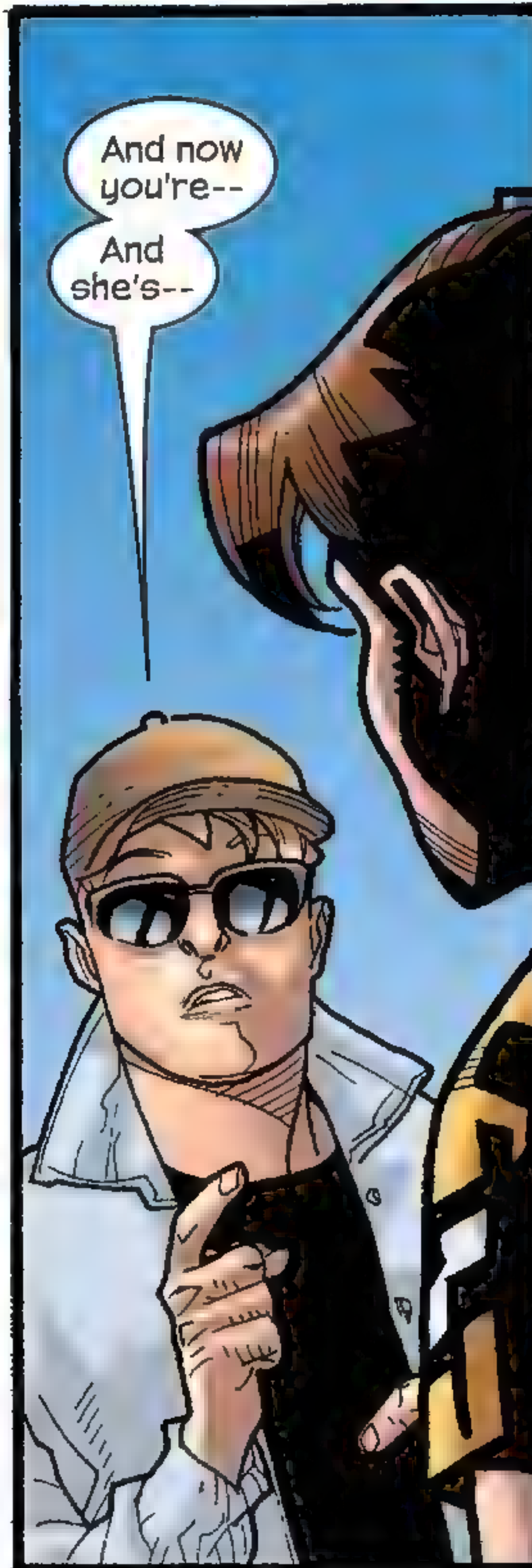
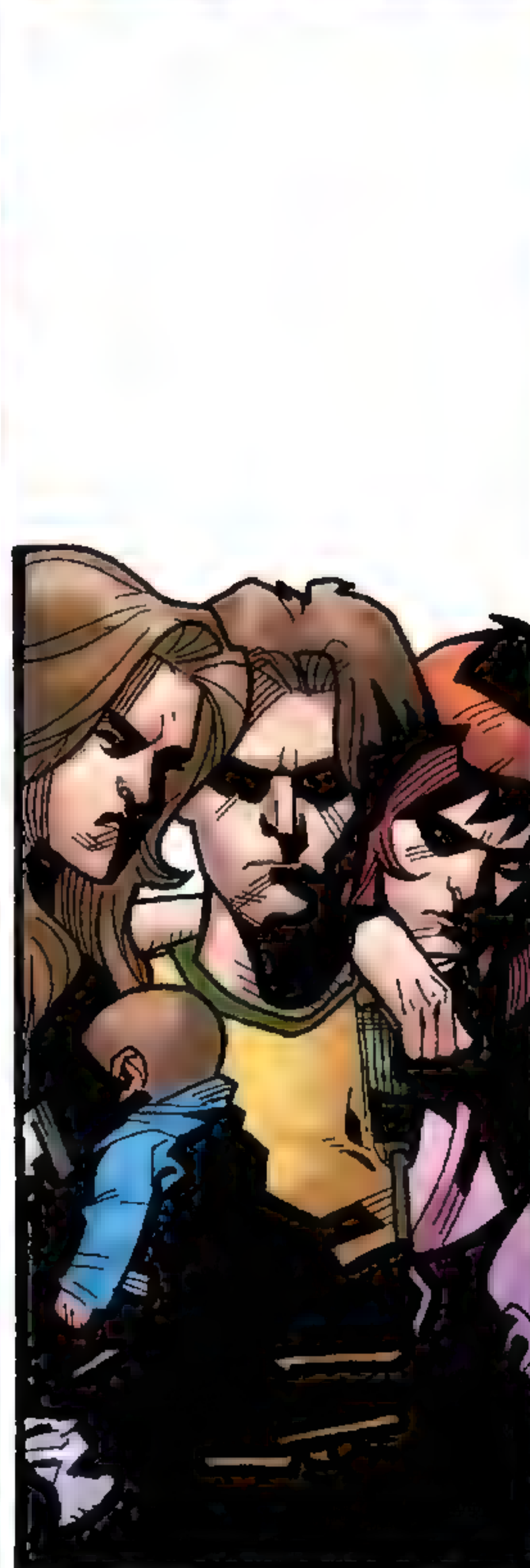
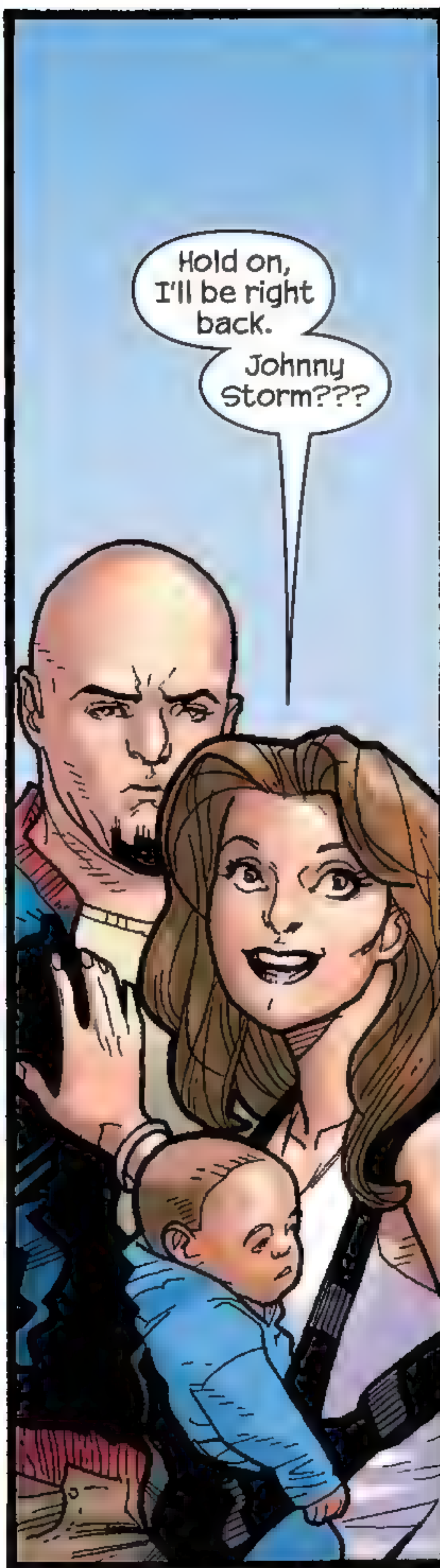
Kiss
her!!!

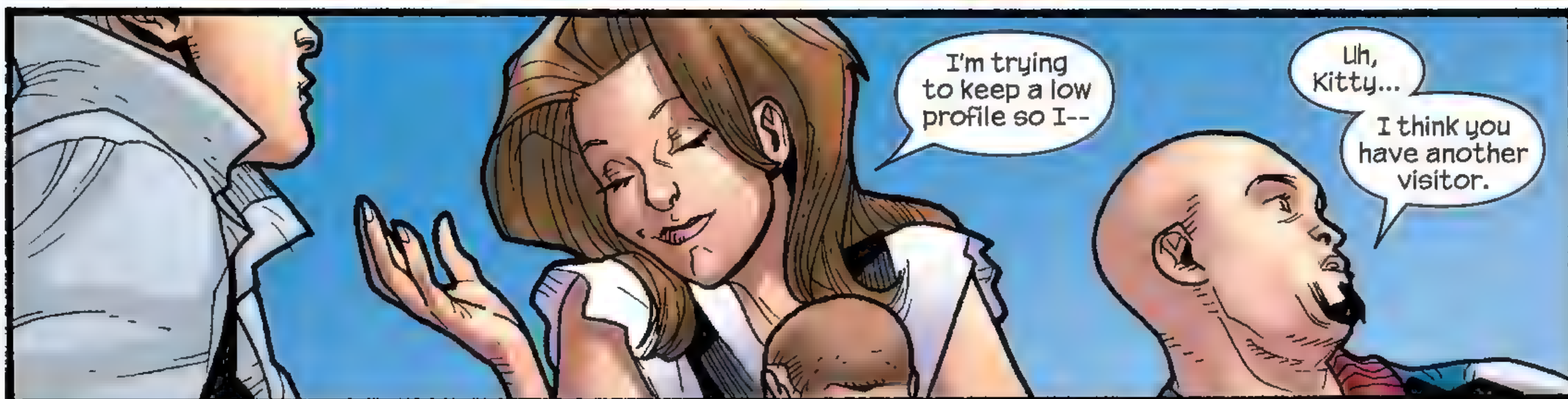
Canoodle!!













Kitty?

Hey, it's Iceman from the X-Men. Human Torch.

Oh, hey man...

Oh my God! Get out of here, Bobby.

This isn't happening...



What?

You do *not* just come around here and make a whole thing.

I wanted to--

No!!

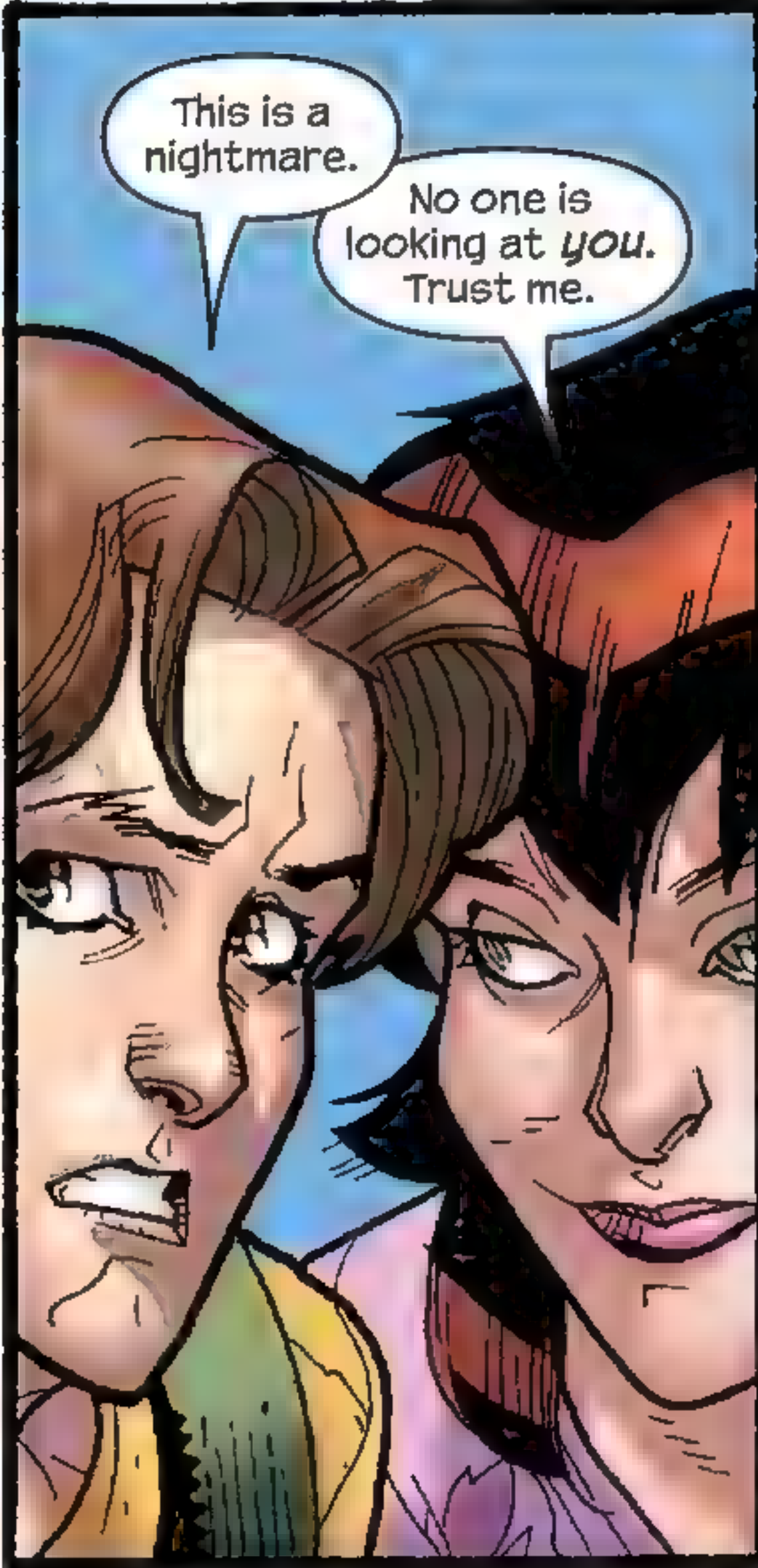
But I--

NO!!!



I wanted to say I'm sorry for how it all went down before you left.

How did it all go down before who left?



This is a nightmare.

No one is looking at *you*. Trust me.



We used to hook up.

No!

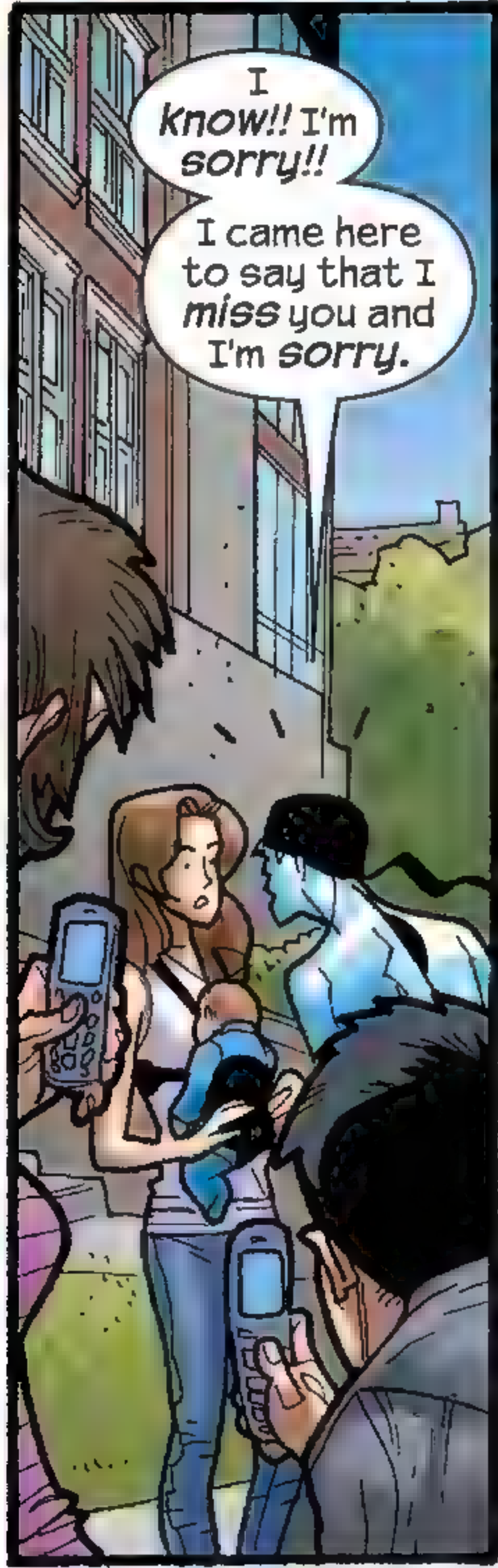
We had a thing.

No!

We were friends and then I started seeing--

You threw her in my face like the complete tool you are!!

I was your friend and you were really a jerko supremo!!



I know!! I'm sorry!!

I came here to say that I *miss* you and I'm *sorry*.



You *miss* me??

We were friends, you're gone, I miss you. I'd like to hang with you sometimes.

This was *really* uncool.

I called you, you didn't call back.

Which, in our society, means *what*?



Fine, I'll go.
Everyone at the school misses you.
I thought you'd like to know that.

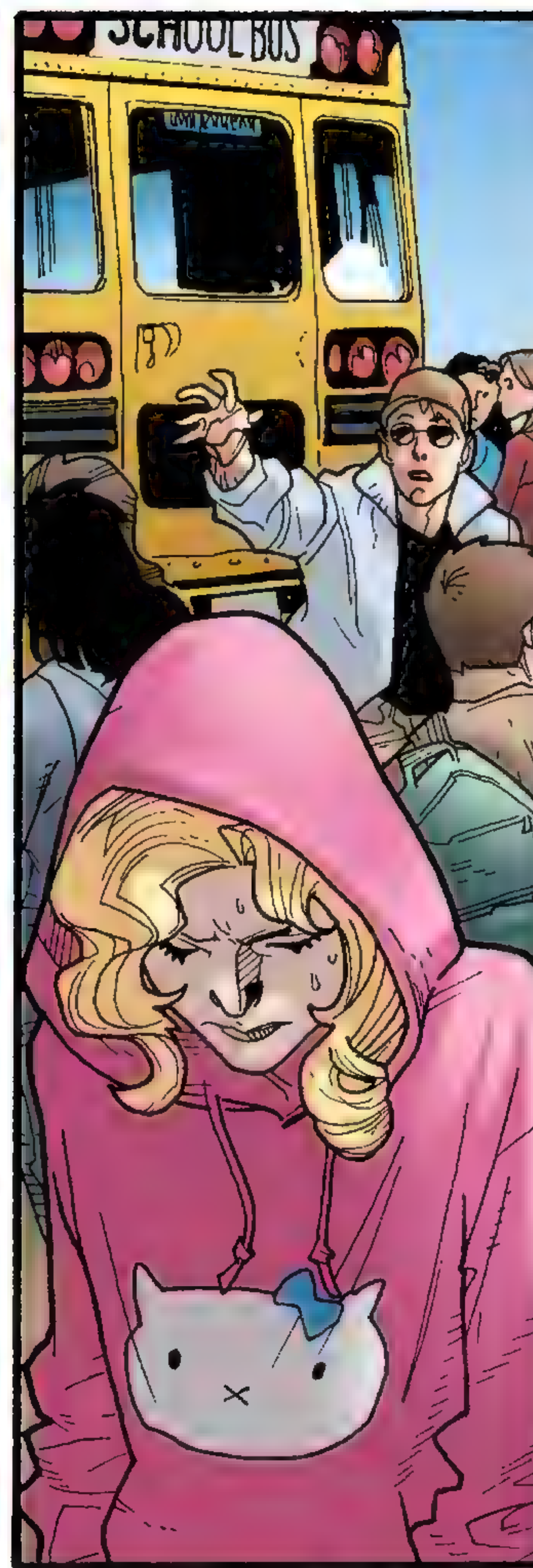


Hey, aren't you really--
You don't know me.
No, you're--
Dude--
Oh.
Sorry.

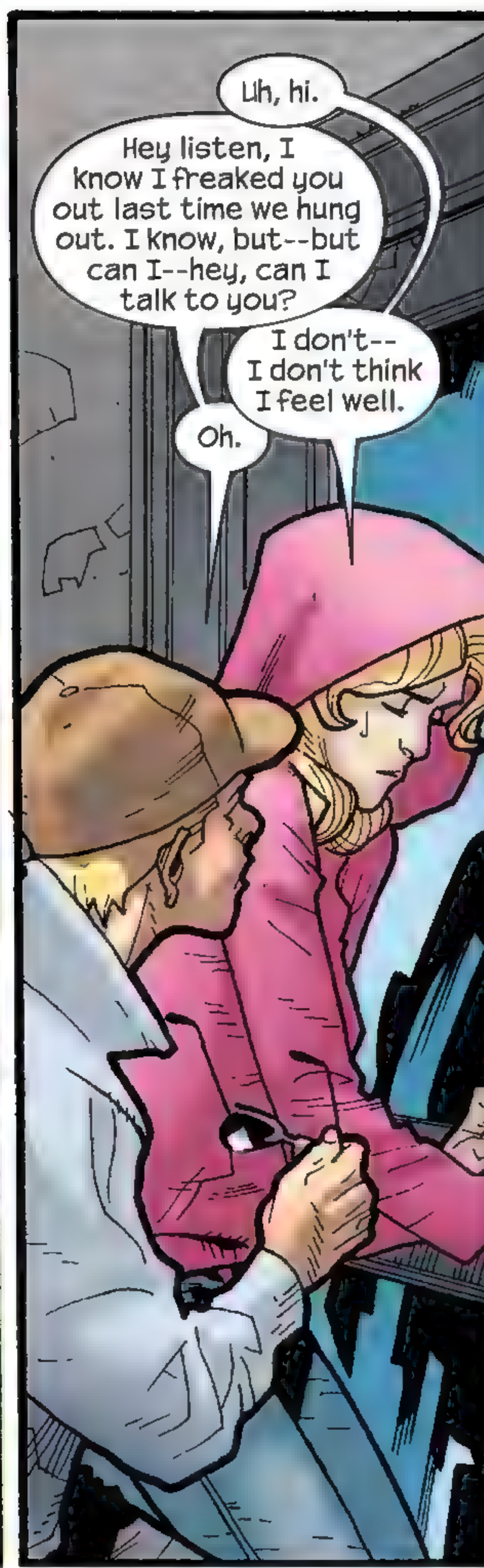
Sshh!



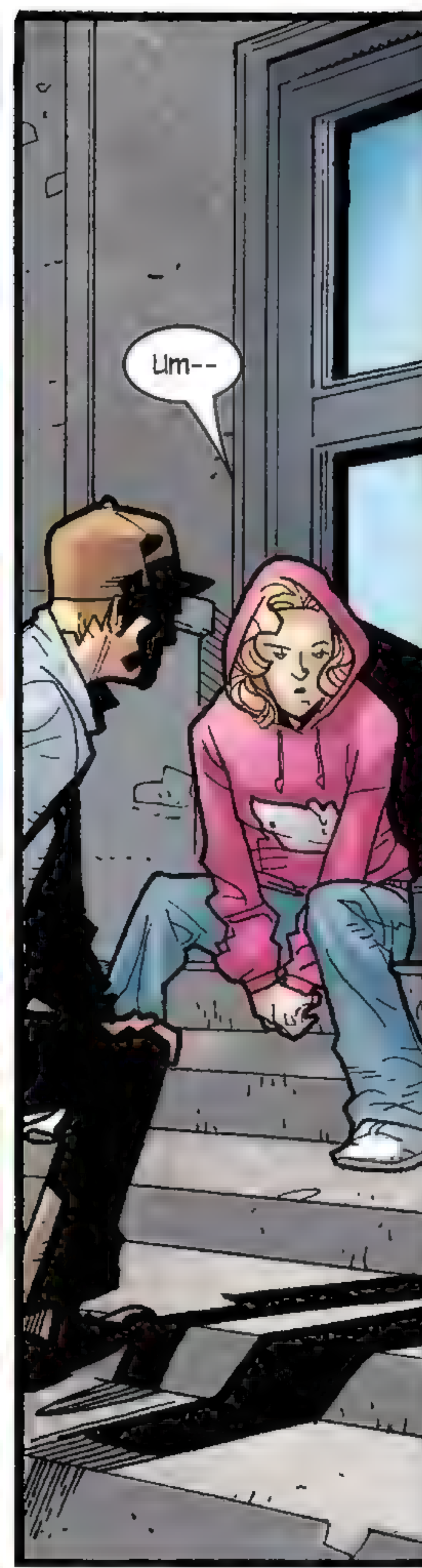
Do I know you?
Man, this is a crazy school.
Oh, Hey!
Hey!!



Hey, Liz?
Liz??
It's me!
Johnny!



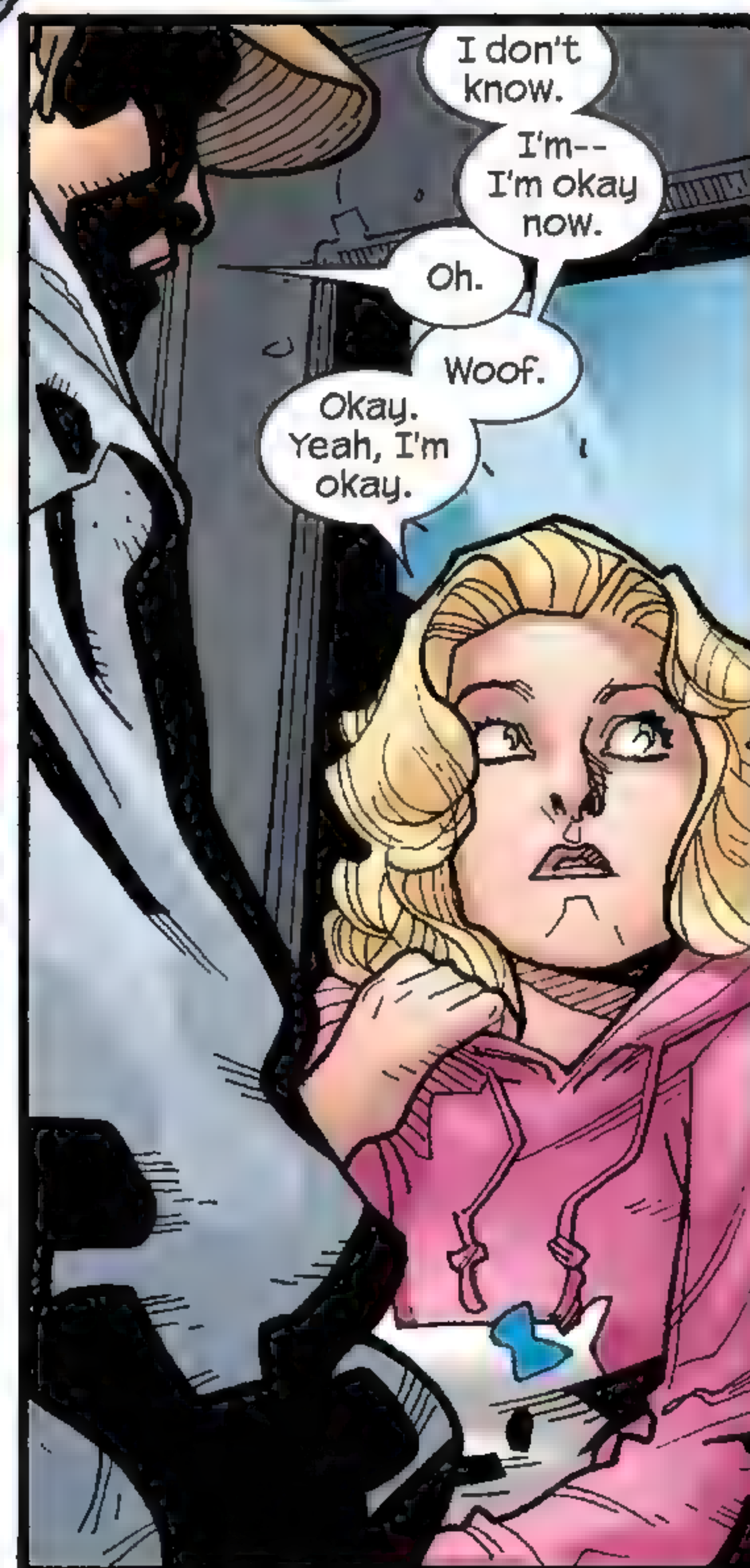
Uh, hi.
Hey listen, I know I freaked you out last time we hung out. I know, but--but can I--hey, can I talk to you?
I don't-- I don't think I feel well.
Oh.



Um--



What's going on?



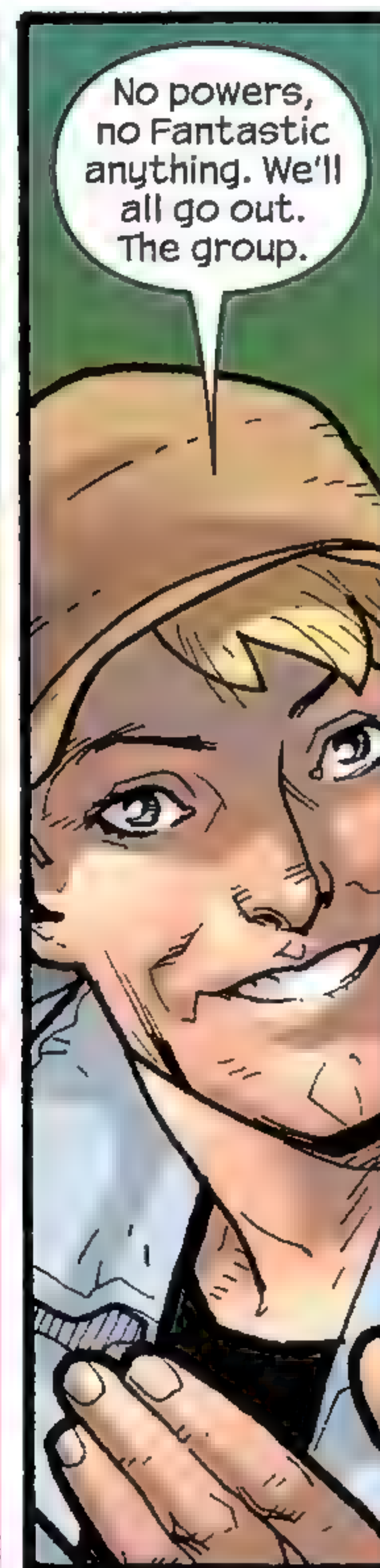
I don't know.
I'm-- I'm okay now.
Oh.
Woof.
Okay. Yeah, I'm okay.



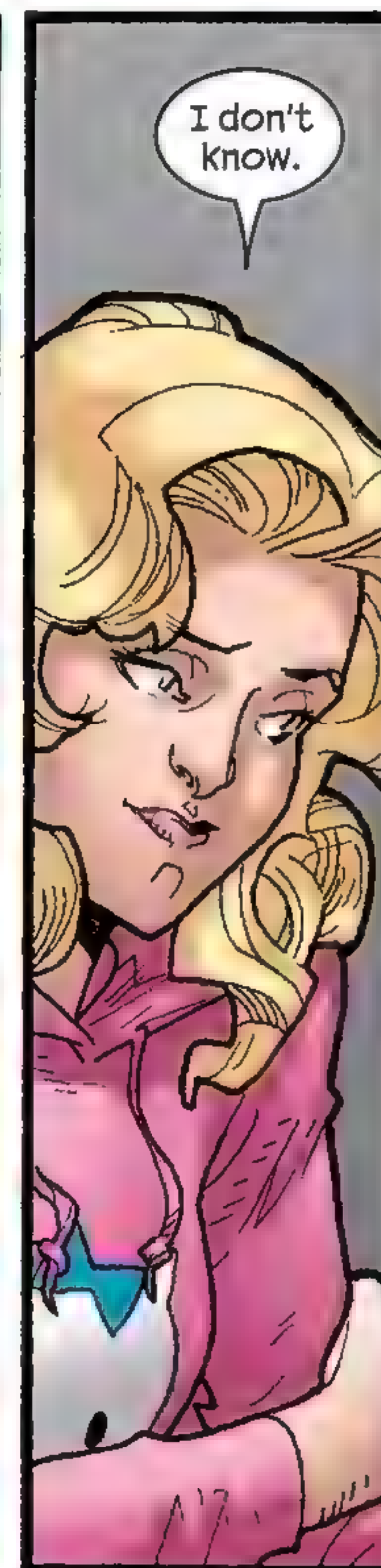
Um...
How are you?
I'm fine. I just feel bad about what happened last time we all went out.



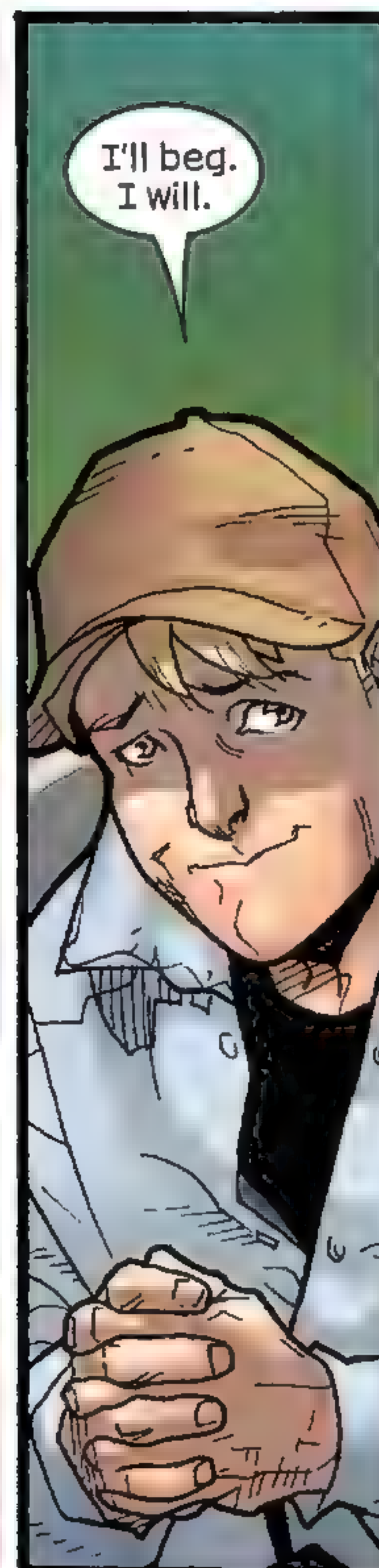
Yeah?
And I was wondering if we could try again.



No powers, no Fantastic anything. We'll all go out. The group.

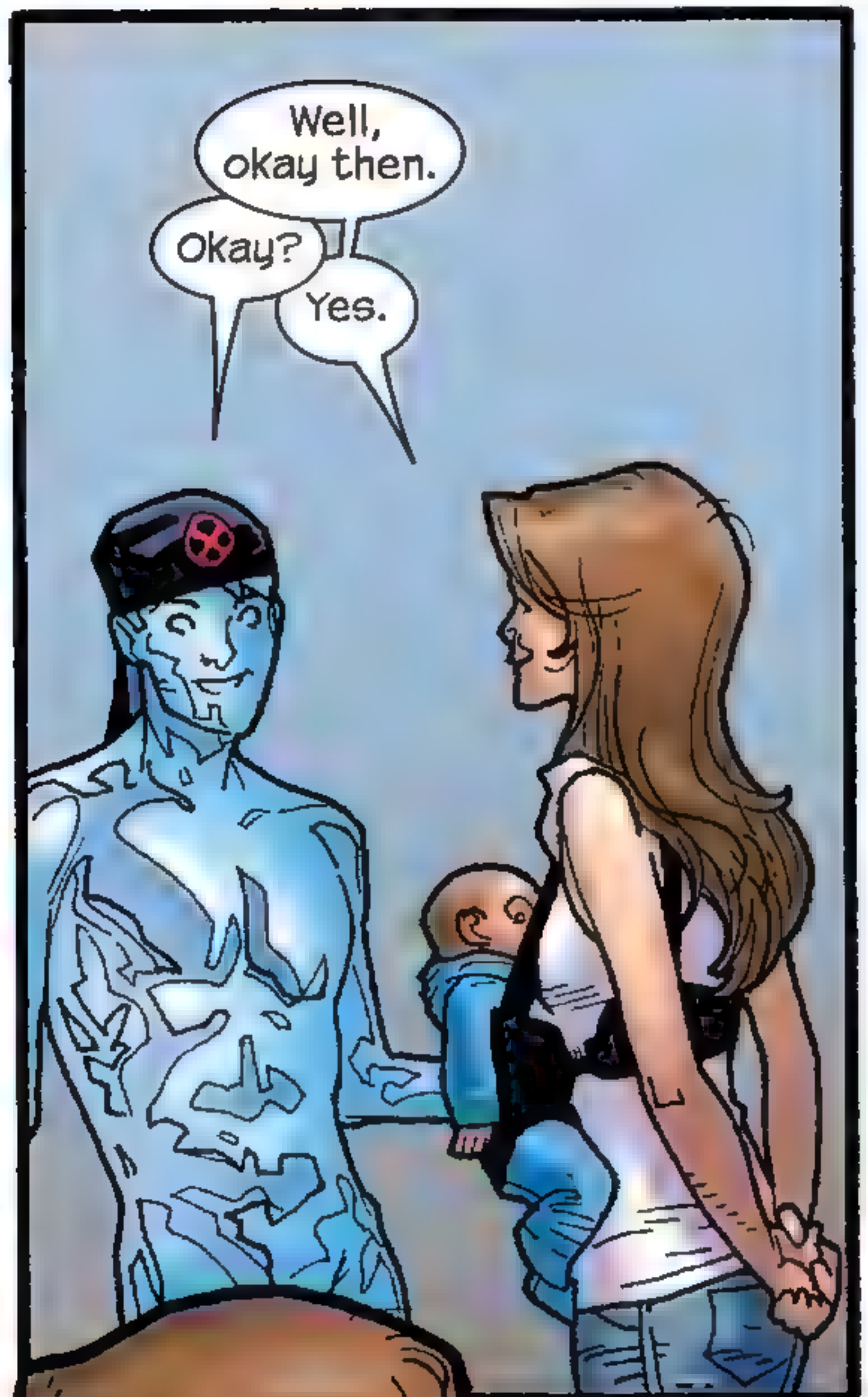
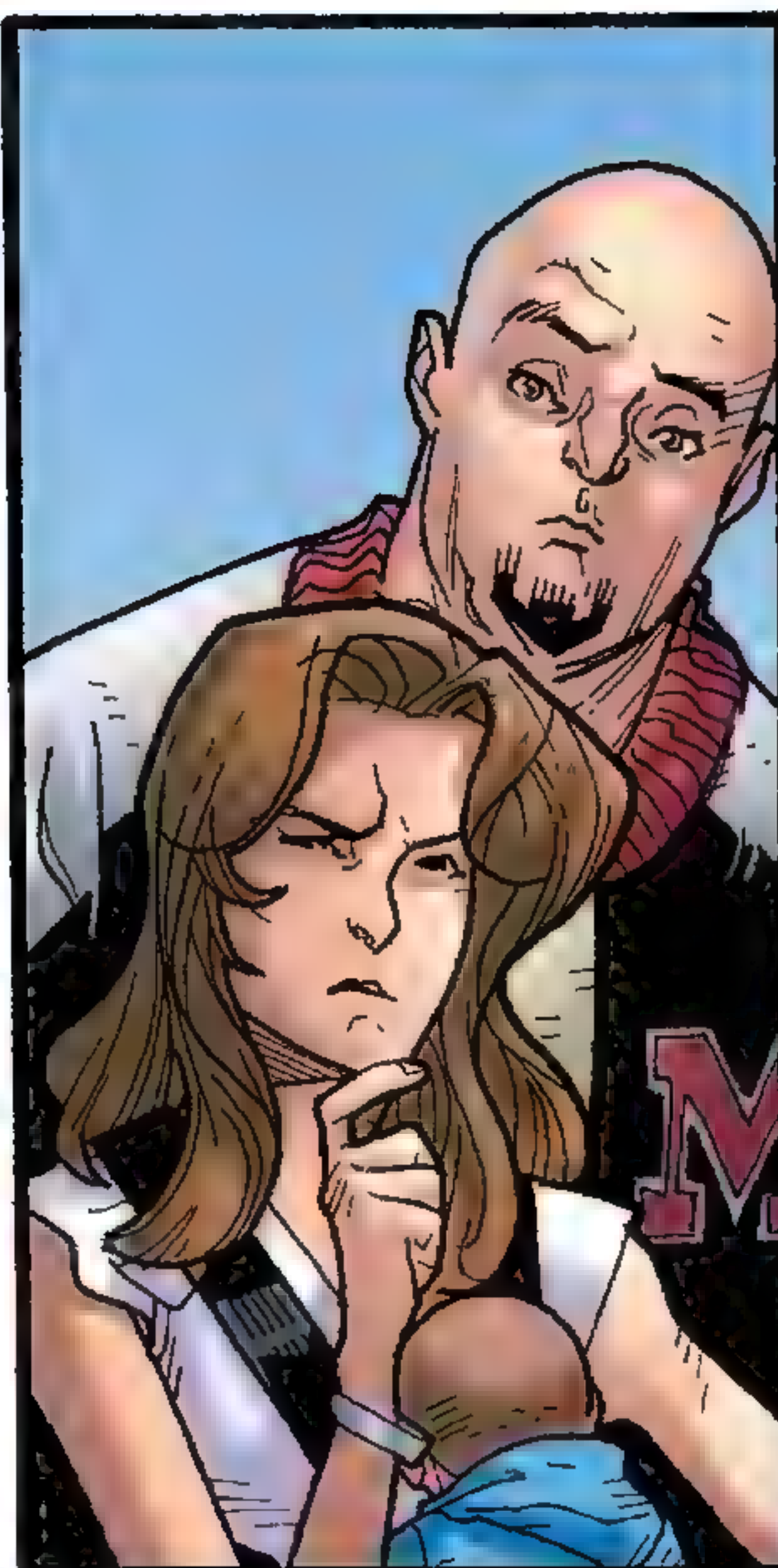
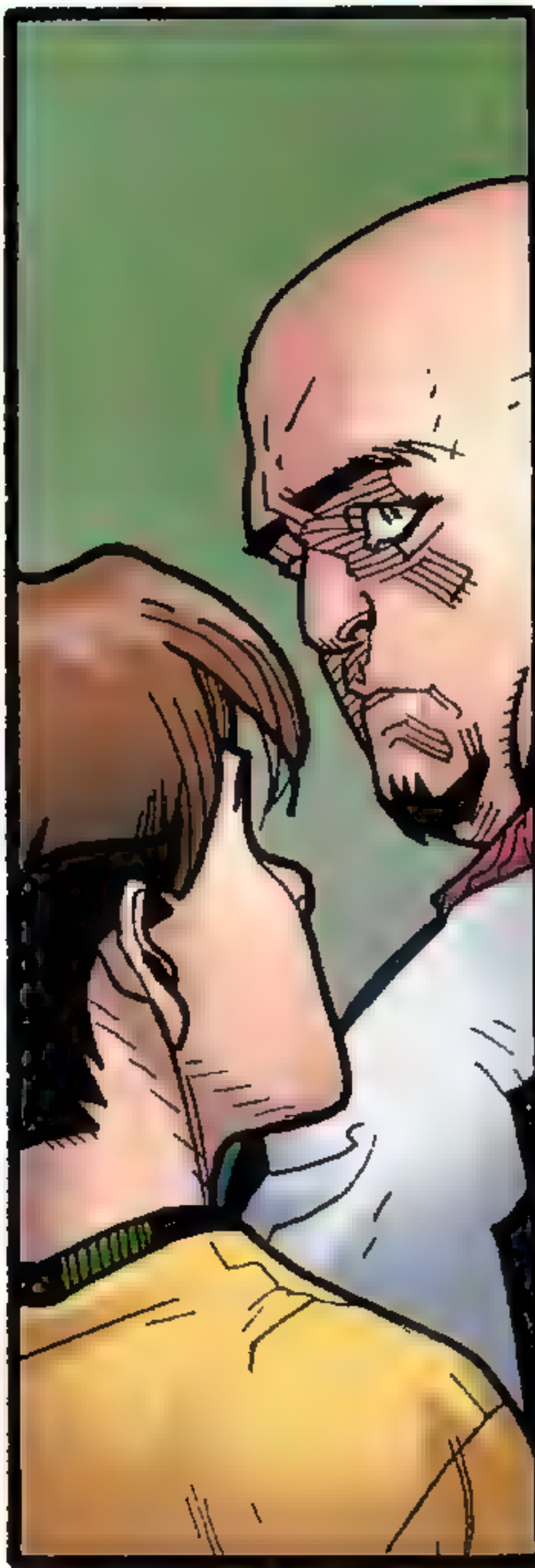
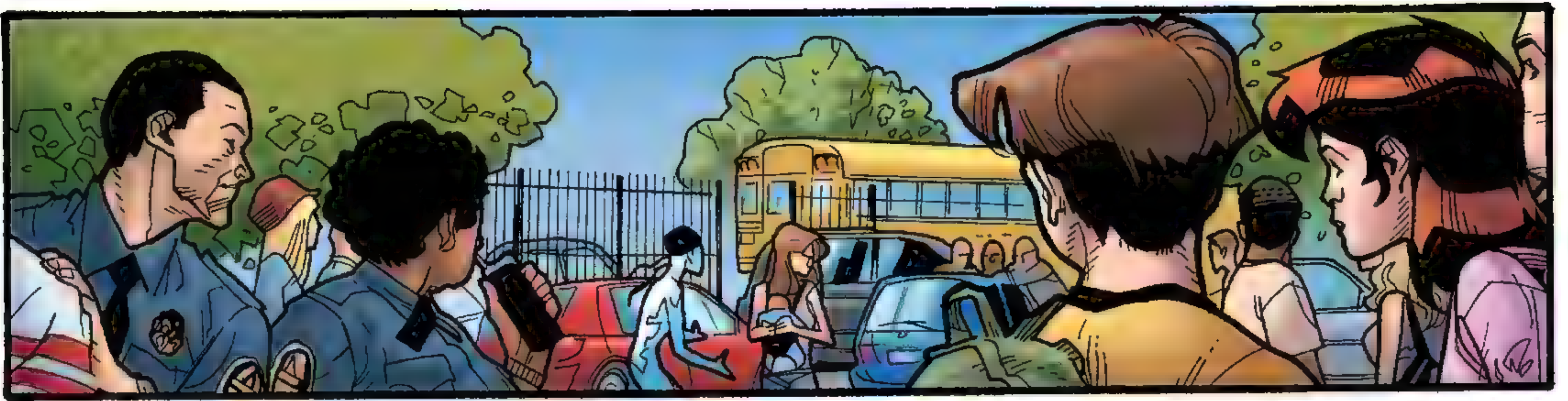


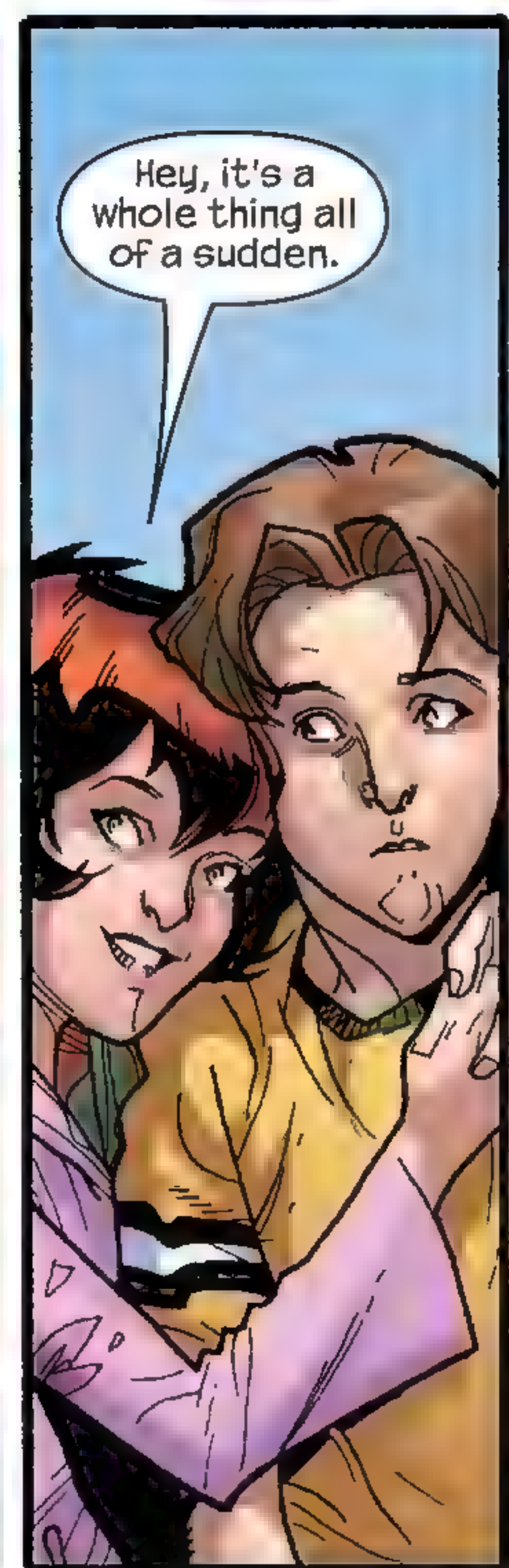
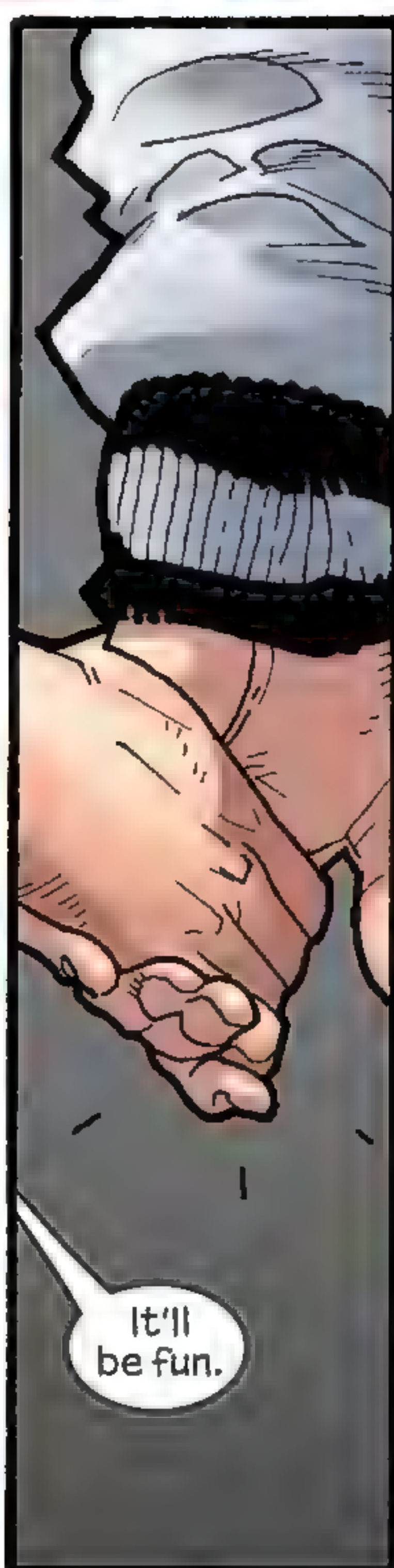
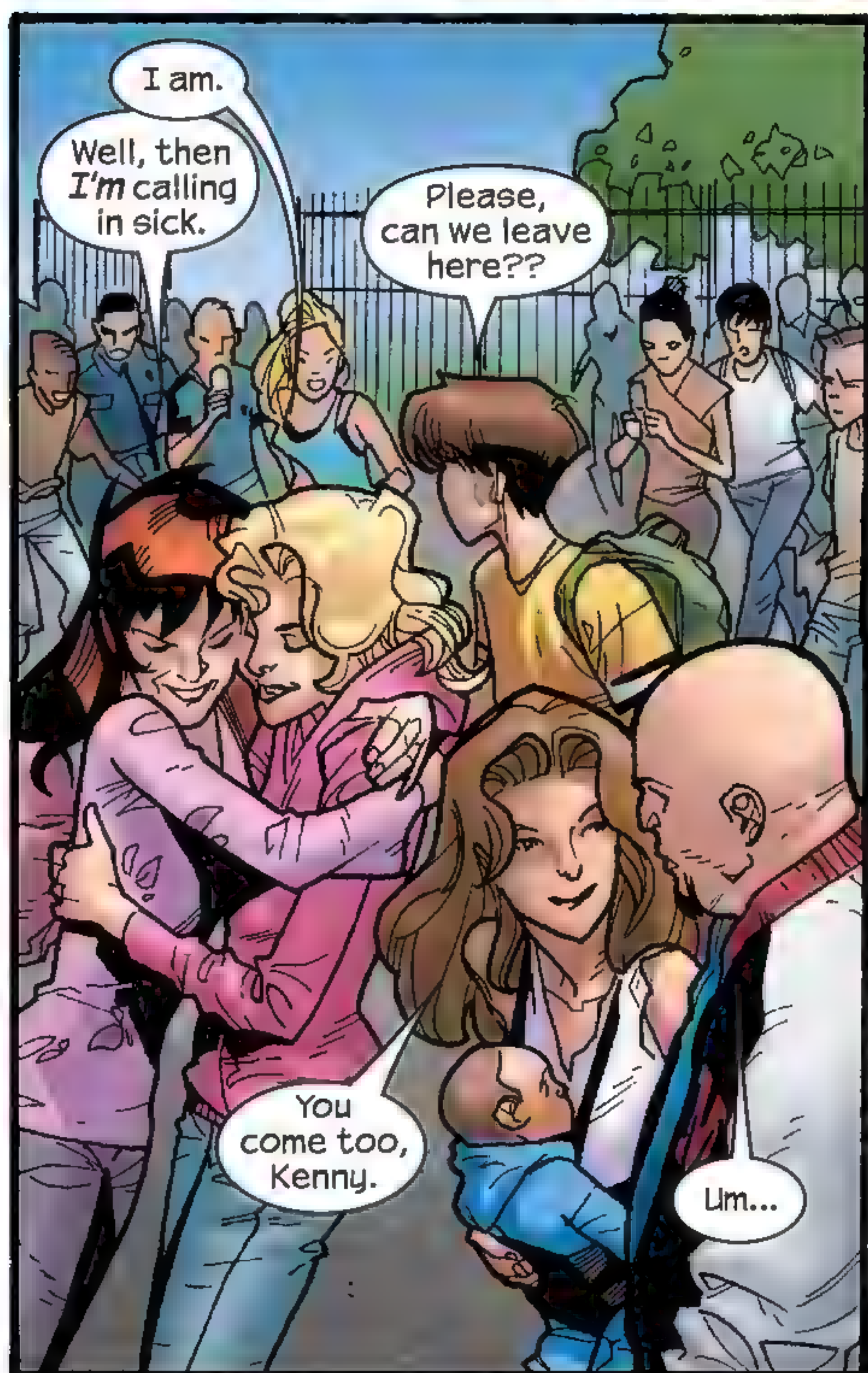
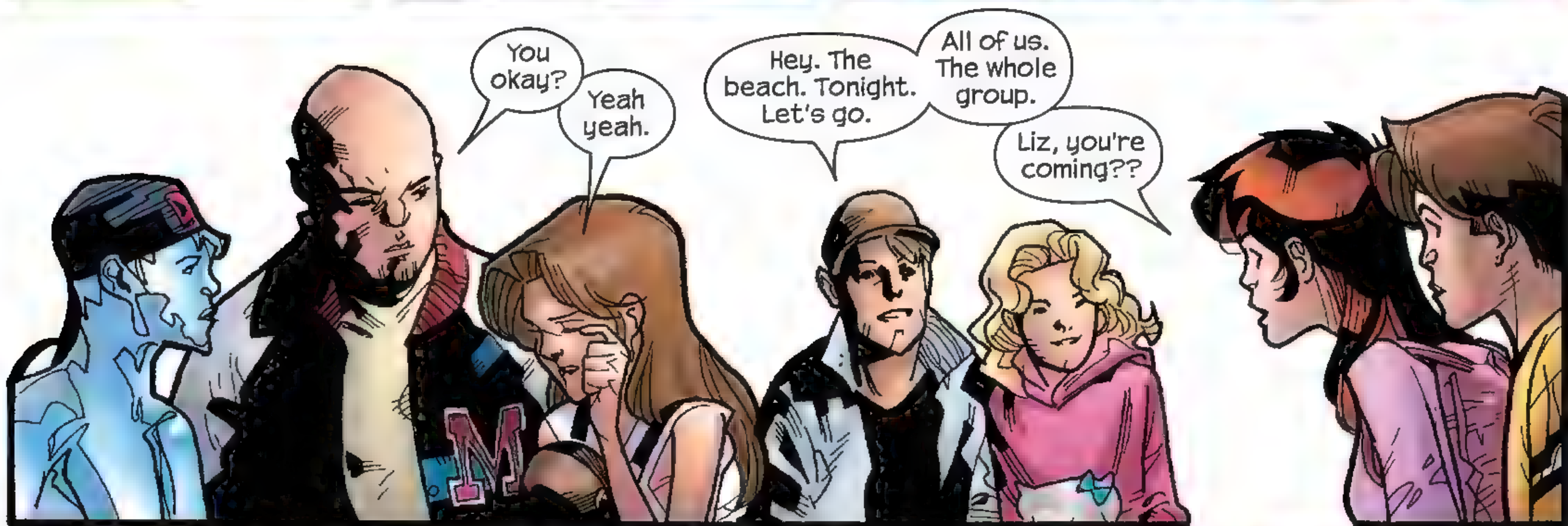
I don't know.

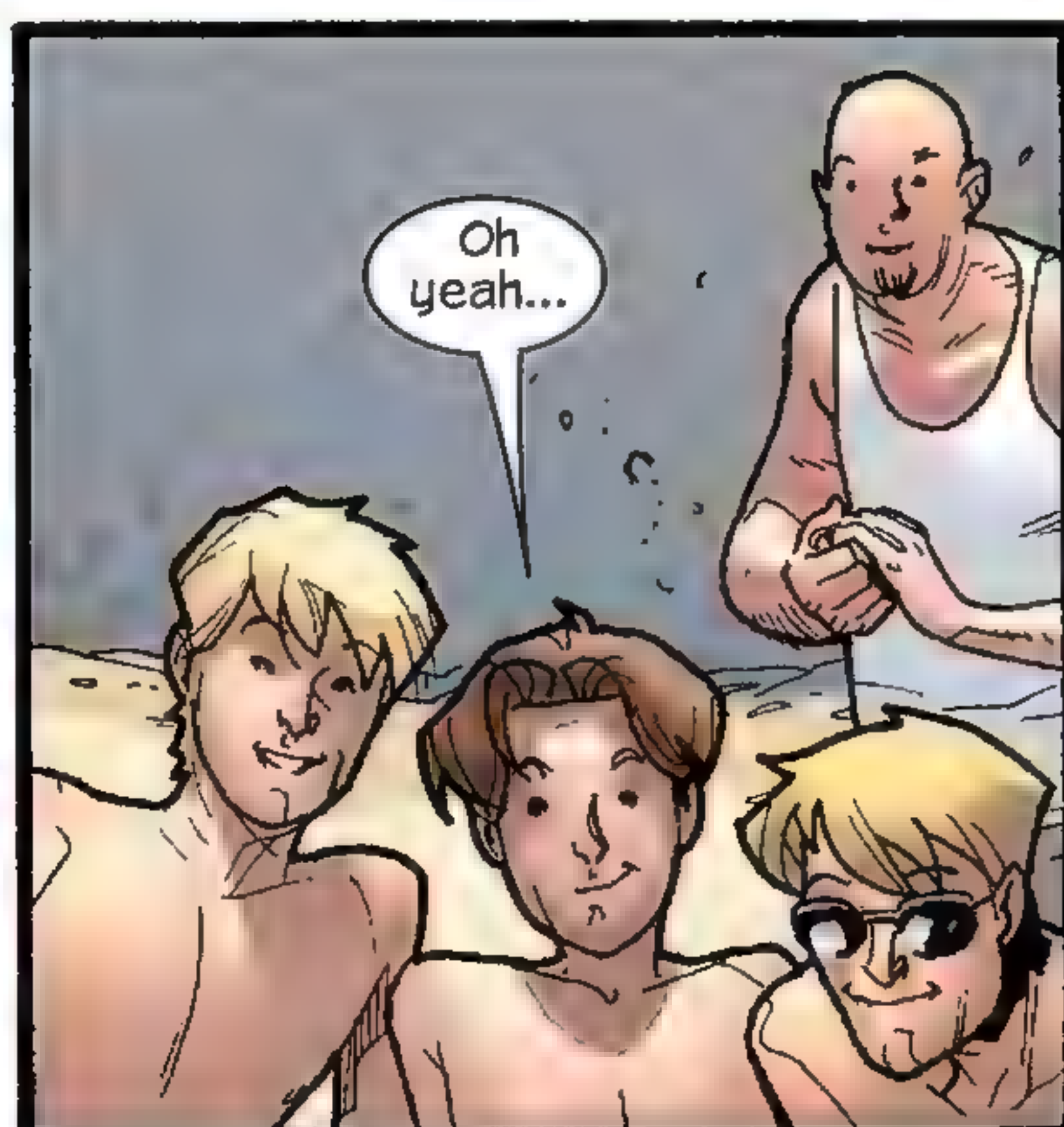
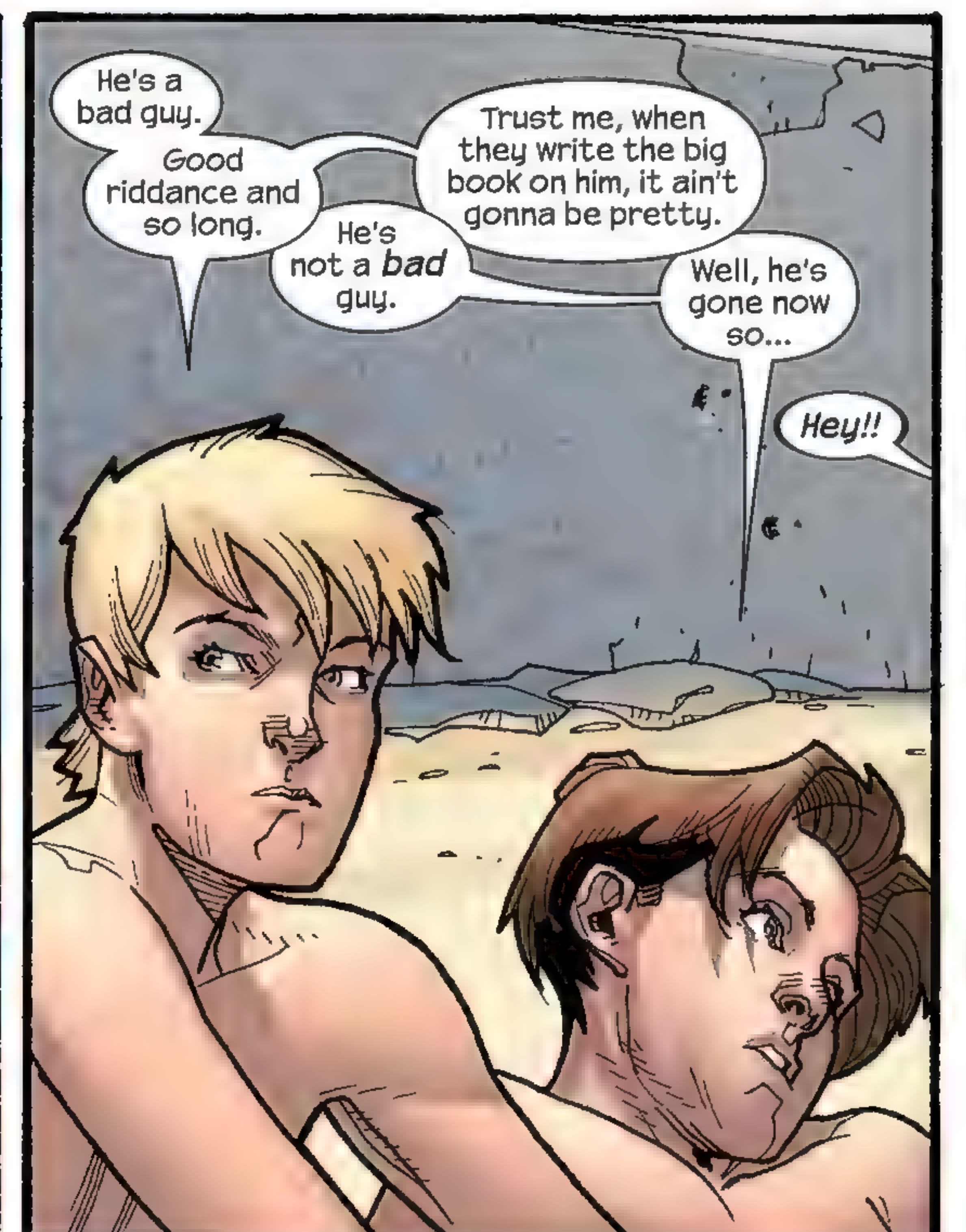
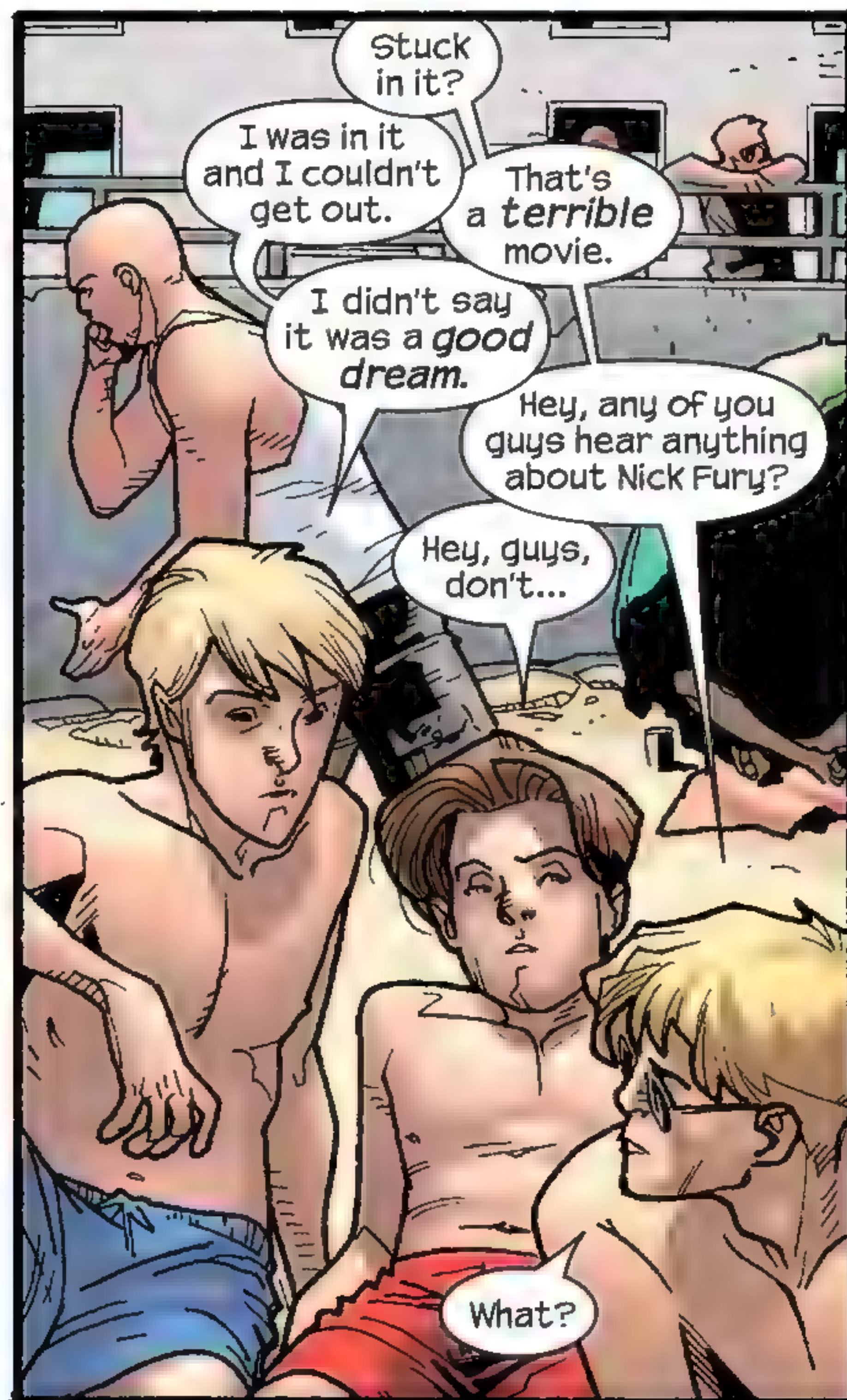


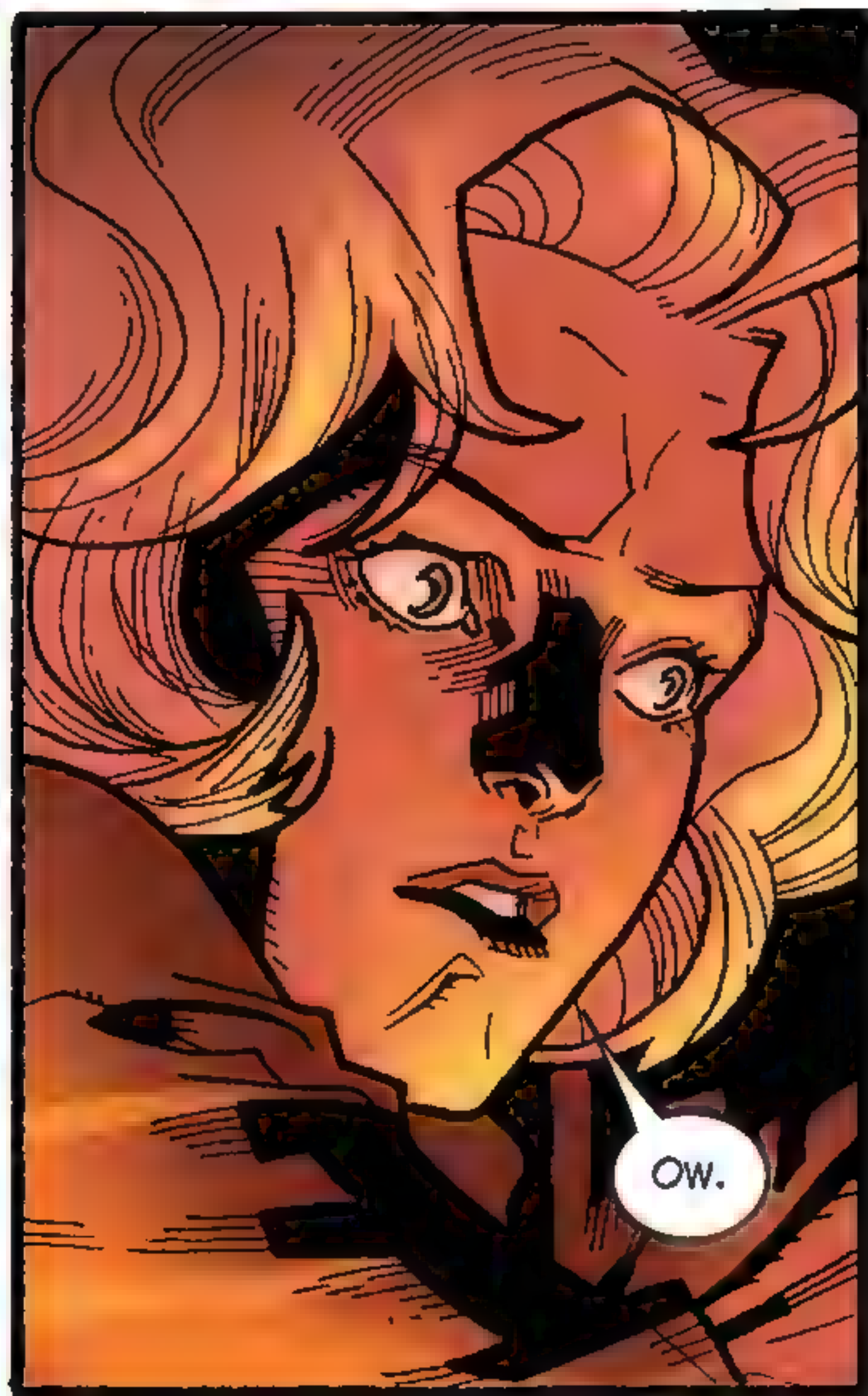
I'll beg. I will.

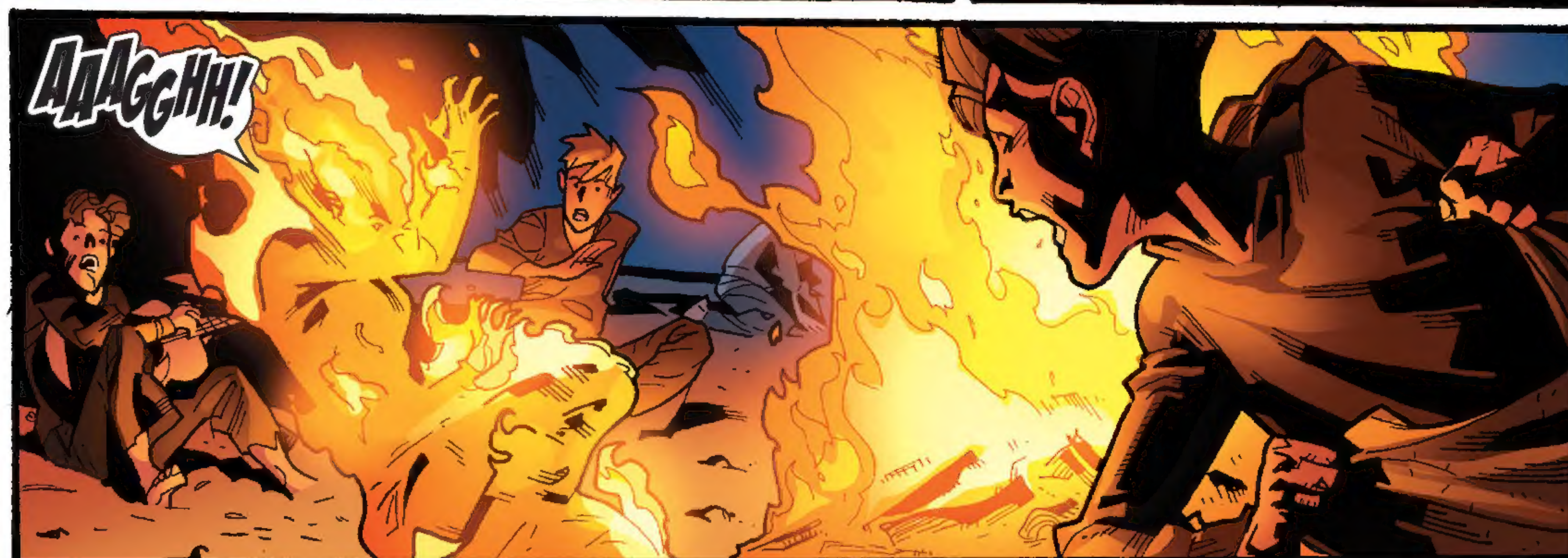














To be continued!

NEXT ISSUE!





SON OF

VULTURON